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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 2026 ANNUAL GENERAL MEETING, CHANGES OF DIRECTORS AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

The Company announces that all the proposed resolutions as set out in the Notice of Annual General Meeting of the Company dated 17 April 2026 ('Notice of the 2026 AGM') were duly passed at the Company's 2026 Annual General Meeting held on 27 May 2026 ('2026 AGM').

With effect from the conclusion of the 2026 AGM:

- (a) Dr Carlson Tong 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 Audit & Risk Committee of the Company;
- (b) Ms Mary Huen Wai-yi has become an INED of the Company and has been appointed by the Board of Directors of the Company ('Board') as a member of the Nominations Committee of the Company;
- (c) Mr Michael Wong Yick-kam 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 Finance & Investment Committee of the Company; and
- (d) Ms Sandy Wong Hang-ye, 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 the chairman of the Nominations Committee of the Company.

## Poll Results of the 2026 AGM

At the 2026 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 2026 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 2025.	5,023,421,019 (99.9821%)	898,300 (0.0179%)
2.	To declare a final dividend for the year ended 31 December 2025.	5,024,278,866 (99.9993%)	35,509 (0.0007%)
3.	(a) To re-elect Mr Andrew Clifford Winawer Brandler as a member of the Board.	5,014,120,062 (99.7962%)	10,238,897 (0.2038%)
	(b) To re-elect Dr Bunny Chan Chung-bun as a member of the Board.	5,023,581,229 (99.9865%)	680,200 (0.0135%)
	(c) To re-elect Ms Sandy Wong Hang-yea as a member of the Board.	5,023,658,883 (99.9884%)	581,301 (0.0116%)
	(d) To re-elect Professor Anna Wong Wai-kwan as a member of the Board.	4,992,133,154 (99.3615%)	32,078,107 (0.6385%)
	(e) To elect Dr Jacob Kam Chak-pui as a member of the Board.	4,944,798,770 (98.4185%)	79,458,181 (1.5815%)
	(f) To elect Ms Jeny Yeung Mei-chun as a member of the Board.	5,024,096,682 (99.9980%)	101,479 (0.0020%)
4.	To elect Ms Mary Huen Wai-yi as a new member of the Board.	5,024,050,666 (99.9978%)	112,479 (0.0022%)
5.	To elect Mr Michael Wong Yick-kam as a new member of the Board.	5,014,592,059 (99.8094%)	9,575,162 (0.1906%)
6.	To re-appoint KPMG as Auditors of the Company and authorise the Board to determine their remuneration.	4,937,081,534 (98.2668%)	87,077,426 (1.7332%)
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.#	4,993,627,891 (99.3916%)	30,568,769 (0.6084%)

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
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.#	5,023,559,304 (99.9864%)	682,116 (0.0136%)
9.	To authorise the Board to exercise the power contained in Article 135 of the Company's Articles of Association to offer a scrip dividend alternative in respect of some or all of the dividends declared or paid in the period commencing from the date of passing of this Resolution up to and including the Company's annual general meeting which is held in the fifth year after the date on which this Resolution is passed.#	5,024,175,239 (99.9988%)	58,185 (0.0012%)
<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>			

#The full text of the Resolution is set out in the Notice of the 2026 AGM.

**Notes:**

- (1) Total number of issued shares entitling the holders to attend and vote on all the resolutions at the 2026 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 2026 AGM: Nil.
- (3) Number of shares of holders that are required under the Listing Rules to abstain from voting: 11,445,230 shares (representing shares held by Computershare Hong Kong Trustees Limited as at the date of the 2026 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 for 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 (Miss Winnie Tse Wing-yee) and Mr Jimmy Ng Wing-ka, all other Directors of the Company attended the 2026 AGM.

**Retirement of a Director**

The Company announces that Dr Carlson Tong retired as an INED of the Company immediately after the conclusion of the 2026 AGM. Upon his retirement, Dr Tong ceased to be the chairman of the Nominations Committee and a member of the Audit & Risk Committee of the Company.

Dr Tong 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 Dr Tong for his valuable contributions and services to the Board and the Company over the past years.

### **Election of New Directors**

The Company announces that Ms Mary Huen Wai-yi and Mr Michael Wong Yick-kam were elected as new members of the Board at the 2026 AGM and have become INEDs of the Company.

The biographies of Ms Huen and Mr Wong are set out below. Each of Ms Huen and Mr Wong has confirmed to the Company that the following biographical details as set out pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete as at the date of this announcement:

#### ***Mary Huen Wai-yi*** ***MH, JP***

Ms Huen (age 58) is currently an executive director and Chief Executive Officer ('CEO'), Hong Kong and Greater China & North Asia (GCNA) at Standard Chartered Bank (Hong Kong) Limited. She was appointed to her current role in August 2024 and has over 30 years of experience in business management and banking services. Ms Huen joined Standard Chartered in 1991 and has held key senior management positions across balance sheet product management, wealth management and distribution. She was the Regional Head of Retail Banking, Greater China & North Asia, before being appointed CEO for Hong Kong in March 2017 and taking on an expanded role as Cluster CEO for Hong Kong, Taiwan and Macau in January 2021. Ms Huen has also been a member of the Group Management Team since 2021.

Ms Huen has taken on several important roles within Hong Kong's financial sector. She is the rotating Chairperson or Vice-Chairperson of the Hong Kong Association of Banks, Vice President of the Council of the Hong Kong Institute of Bankers, a Council Member of the Hong Kong Treasury Markets Association, as well as a member of the Hong Kong Monetary Authority's Banking Advisory Committee.

Ms Huen actively engages with Hong Kong's broader business community through various leadership roles, including being a representative of Hong Kong, China to the Asia-Pacific Economic Cooperation (APEC) Business Advisory Council, a member of each of the HKTDC Belt and Road & Greater Bay Area Committee, the Advisory Committee on Development of International Aviation Superhub (formerly known as Aviation Development and Three-runway System Advisory Committee), the Human Resources Planning Commission, the Advisory Committee on Corruption of the Independent Commission Against Corruption, a Council Member of The University of Hong Kong and a Council Member of the Hong Kong Management Association.

Ms Huen was formerly chairperson of Mox Bank Limited and Standard Chartered Bank (Taiwan) Limited. She was a member of each of the Hong Kong Trade Development Council, Hong Kong Monetary Authority's Currency Board Sub-Committee of its Exchange Fund Advisory Committee, Anti-Money Laundering and Counter-Terrorist Financing Review Tribunal and Women's Commission. She was also previously a board member of the Hospital Authority, The Community Chest of Hong Kong and the Hong Kong Tourism Board.

Ms Huen holds a Bachelor of Arts degree in English from The University of Hong Kong.

The following particulars relating to Ms Huen are disclosed pursuant to Rule 13.51(2)(n)(iv) of the Listing Rules.

Ms Huen was a director of Standard Chartered Investment Services Limited ('SCIS') during the periods from 1 March 2005 to 21 April 2008 and 1 January 2009 to 3 October 2014 respectively. SCIS is a former subsidiary of Standard Chartered Bank (Hong Kong) Limited and was acquired by Manulife Asset Management and renamed as MIS Services Limited on 1 November 2016.

In January 2017, MIS Services Limited was reprimanded and fined HK\$3 million by the Securities and Futures Commission ('SFC') for failing to ensure there were in place at all times key personnel who met the minimum experience of five years in managing retirement funds or public funds as required under the SFC Code on MPF Products and Fund Manager Code of Conduct from October 2000 to July 2015. For details, please refer to the SFC's enforcement news issued on 3 January 2017: <https://apps.sfc.hk/edistributionWeb/gateway/EN/news-and-announcements/news/doc?refNo=17PR1>

Ms Huen was not personally subject to any investigation process, disciplinary action or public reprimand by the SFC or other competent authorities in respect of any of these matters.

Ms Huen 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 27 May 2026 from the conclusion of the 2026 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 26 May 2029. She is entitled to a fee of HK\$420,000 gross per annum for being an INED and a member of the Nominations Committee of the Company as set out in her service contract and determined by the Board.

***Michael Wong Yick-kam***

*SBS, MH, JP*

Mr Wong (age 74) served as an Executive Director of Sun Hung Kai Properties Group prior to his retirement in December 2009, and thereafter as a Non-Executive Director and also Group Principal Advisor until December 2013. He resigned as its Non-Executive Director in November 2015.

Mr Wong has been active in public and community services and has served on a number of Government advisory committees. Mr Wong was the Chairman of the Council of Hong Kong Metropolitan University ('HKMU'). He was also the Chairman of the Hong Kong Youth Hostels Association ('Association') and participated in the revitalisation project of Mei Ho House in Shek Kip Mei. Currently, he is a member of the Association's Executive Committee, as well as a member of each of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority, the Board of Trustees of New Asia College, The Chinese University of Hong Kong ('CUHK'), the Land and Development Advisory Committee and the Estate Agents Authority. Mr Wong is also a Non-Executive Director of the SFC.

Mr Wong is a fellow member of The Hong Kong Institute of Directors and was elected a Director of the Year by the Institute in 2019. He was awarded an Honorary Fellowship by CUHK in 2017. Mr Wong holds a Bachelor of Business Administration degree and a Master of Business Administration degree from CUHK. He was conferred a Doctor of Social Sciences, *honoris causa*, by HKMU in 2023.

Mr Wong has entered into an approximately three-year term service contract with the Company, under which the term of his office as an INED of the Company commences on 27 May 2026 from the conclusion of the 2026 AGM and lasts up to the earlier of the date on which he will retire by rotation under the Articles and 26 May 2029. He 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 his service contract and determined by the Board.

Unless otherwise disclosed above, as at the date of this announcement, both Ms Huen and Mr 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;
- (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 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 each of Ms Huen and Mr Wong concerning their respective independence as an INED of the Company in accordance with Rule 3.13 of the Listing Rules. Each of them has confirmed that he/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 his/her independence to act as an INED of the Company at the time of his/her appointment.

In respect of the elections of Ms Huen and Mr 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**

The Company further announces the following changes in the composition of the following Board Committees of the Company with effect from the conclusion of the 2026 AGM:

- (a) Dr Carlson Tong, 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 Audit & Risk Committee of the Company;
- (b) Ms Mary Huen Wai-yi, who has become an INED of the Company as abovementioned, has been appointed by the Board as a member of the Nominations Committee of the Company;
- (c) Mr Michael Wong Yick-kam, 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; and

- (d) Ms Sandy Wong Hang-ye, 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 the chairman of the Nominations Committee of the Company.

The aforesaid updated membership of each of the Audit & Risk Committee, the Finance & Investment Committee, and the Nominations Committee 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, 27 May 2026

As at the date of this announcement:

*Members of the Board:* Dr Jacob Kam Chak-pui (*Chairman*)\*\*, Jeny Yeung Mei-chun (*Chief Executive Officer*), Andrew Clifford Winawer Brandler\*, Dr Bunny Chan Chung-bun\*, Cheng Yan-kee\*, Mary Huen Wai-yi\*, Hui Siu-wai\*, Ayesha Macpherson Lau\*, Professor Sunny Lee Wai-kwong\*, Jimmy Ng Wing-ka\*, Susanna Shen Shuk-ching\*, Sandy Wong Hang-ye\*, Adrian Wong Koon-man\*, Professor Anna Wong Wai-kwan\*, Michael Wong Yick-kam\*, 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 (Winnie Tse Wing-ye)\*\*

*Members of the Executive Directorate:* Jeny Yeung Mei-chun, David Tang Chi-fai, Margaret Cheng Wai-ching, Linda Choy Siu-min, Carl Michael Devlin, Michael George Fitzgerald, Wilson Kwong Wing-tsun, Gillian Elizabeth Meller 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.*