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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 EXECUTIVE FUNCTIONS, ROLES AND RESPONSIBILITIES OF  
MEMBERS OF THE EXECUTIVE DIRECTORATE**

**AND**

**CHANGE IN MEMBERSHIP OF THE EXECUTIVE DIRECTORATE**

The Board of Directors of the Company has recently undertaken a review of the Company's corporate strategy, with a view to ensuring the sustainable growth of the Company in the future and the continued delivery of high quality public transport and property services to its customers in Hong Kong and in the other cities in which it operates (the 'New Strategy'). To support the implementation of the New Strategy, a new management organisation will be put in place by phases with the intention of clarifying accountability for the delivery of the new strategy and strengthening the Company's internal control and risk management framework. The first phase of the reorganisation encompasses the following changes, which will be implemented with effect from 22 February 2021: (i) Mr David Tang Chi-fai (an existing Member of the Executive Directorate of the Company) will be responsible for overseeing the Company's European business, in addition to his existing responsibilities for the Company's Hong Kong property business and Australian business; (ii) a new Capital Works business unit led by Mr Roger Francis Bayliss (an existing Member of the Executive Directorate of the Company) will be established to oversee the delivery of the Company's capital works projects; and (iii) Ms Gillian Elizabeth Meller (an existing Member of the Executive Directorate of the Company) will lead a new Legal and Governance function which, in addition to the existing functions under her oversight, will provide enhanced assurance over key risk areas of the Company. She will also assume responsibility for leading a new centralised Procurement and Supply Chain team. Further phases of the corporate reorganisation will be implemented and announced by the Company at appropriate times.

In light of the first phase of the reorganisation, the Company announces the following changes, all with effect from 22 February 2021:

- (1) Mr David Tang Chi-fai, currently the Property and Australian Business Director of the Company, will be appointed as the Property and International Business Director of the Company and he will continue to be a Member of the Executive Directorate of the Company;
- (2) Mr Roger Francis Bayliss, currently the Projects Director of the Company, will be appointed as the Capital Works Director of the Company and he will continue to be a Member of the Executive Directorate of the Company; and

- (3) Ms Gillian Elizabeth Meller (also known as Ms Gill Meller), currently the Legal and European Business Director of the Company, will be appointed as the Legal and Governance Director of the Company and she will continue to be a Member of the Executive Directorate of the Company.

The Company further announces that Dr Peter Ronald Ewen, the Engineering Director of the Company, will retire from the Company upon the completion of his service agreement with the Company immediately after 21 February 2021 and will then cease to be the Engineering Director and a Member of the Executive Directorate of the Company. Following the retirement of Dr Ewen, the Engineering Division of the Company will cease to exist after 21 February 2021.

The Board of Directors of the Company (the 'Board') has recently undertaken a review of the Company's corporate strategy, with a view to ensuring the sustainable growth of the Company in the future and the continued delivery of high quality public transport and property services to its customers in Hong Kong and in the other cities in which it operates (the 'New Strategy'). To support the implementation of the New Strategy, a new management organisation will be put in place by phases with the intention of clarifying accountability for the delivery of the new strategy and strengthening the Company's internal control and risk management framework. The first phase of the reorganisation encompasses the following changes, which will be implemented with effect from 22 February 2021: (i) Mr David Tang Chi-fai (an existing Member of the Executive Directorate of the Company) will be responsible for overseeing the Company's European business, in addition to his existing responsibilities for the Company's Hong Kong property business and Australian business; (ii) a new Capital Works business unit led by Mr Roger Francis Bayliss (an existing Member of the Executive Directorate of the Company) will be established to oversee the delivery of the Company's capital works projects; and (iii) Ms Gillian Elizabeth Meller (an existing Member of the Executive Directorate of the Company) will lead a new Legal and Governance function which, in addition to the existing functions under her oversight, will provide enhanced assurance over key risk areas of the Company. She will also assume responsibility for leading a new centralised Procurement and Supply Chain team. Further phases of the corporate reorganisation will be implemented and announced by the Company at appropriate times.

### **Change of executive functions, roles and responsibilities of Members of the Executive Directorate**

In light of the first phase of reorganisation of the Company mentioned above, the roles and responsibilities of the following Members of the Executive Directorate will be changed:

#### **(1) Mr David Tang Chi-fai**

Mr David Tang Chi-fai, currently the Property and Australian Business Director of the Company, will be appointed as the Property and International Business Director of the Company with effect from 22 February 2021. He will continue to be a Member of the Executive Directorate of the Company and will continue to report directly to the Chief Executive Officer of the Company.

In his new role, Mr Tang will oversee the Company's European business, in addition to his existing responsibilities for the Company's Hong Kong property business and Australian business. Mr Tang will be accountable for the business results of the Hong Kong Property and International Business portfolios.

Mr Tang (aged 56) has been the Property and Australian Business Director since 1 October 2020 and a Member of the Executive Directorate of the Company since 1 October 2011. He is also a director of some of the members of the Company's group. Mr Tang was appointed as the Property Director in October 2011 and was the Deputy Property Director between July 2011 and September 2011, and before that he held various senior management positions in the then Legal and Procurement Division, the China and International Business Division and the Property Division.

Mr Tang is currently a Director and an Alternate Director of Octopus Holdings Limited and two members of its group.

Before joining the Company, Mr Tang was Commercial Manager – Hong Kong & China Region, and Deputy General Manager – Hong Kong & China Region for Acciona, S.A. He had close to 20 years' working experience in contract administration, project management and quantity surveying in the United Kingdom and Hong Kong after starting his career as a Group Trainee of George Wimpey Plc.

Mr Tang is a co-opted member of the Public Private Partnership Projects Committee under the Board of the West Kowloon Cultural District Authority and a former non-executive director of the Urban Renewal Authority, of the Government of the Hong Kong Special Administrative Region. He is also an adjunct professor in the Department of Real Estate and Construction at The University of Hong Kong.

Mr Tang graduated from the University of the West of England (formerly Bristol Polytechnic) in the United Kingdom and holds a Bachelor of Science (Honours) degree in Quantity Surveying. He also completed the International Executive Programme at INSEAD (an executive business school), France in 2006. Mr Tang is a chartered surveyor and a member of each of the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Surveyors.

As at the date of this announcement, Mr Tang is interested in 211,084 shares of the Company, and has an interest in 98,885 shares of the Company awarded to him under the Company's Executive Share Incentive Scheme. Apart from these interests, he does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) ('SFO') in the shares of the Company.

Mr Tang had entered into a service agreement with the Company for three years from 1 October 2020, which has been amended to reflect his new position as the Property and International Business Director, with effect from 22 February 2021, with no change to the other existing terms (including remuneration) of the service agreement.

## **(2) Mr Roger Francis Bayliss**

Mr Roger Francis Bayliss, currently the Projects Director of the Company, will be appointed as the Capital Works Director of the Company with effect from 22 February 2021. He will continue to be a Member of the Executive Directorate of the Company and will continue to report directly to the Chief Executive Officer of the Company.

As the Capital Works Director, Mr Bayliss will lead the Capital Works business unit and be responsible for overseeing the Company's capital works portfolio covering new railway extensions and operations projects. The new Capital Works business unit will bring together the complementary skills of Engineering and Projects staff, with strengthened planning, engineering and commercial management capabilities to ensure effective project delivery.

Mr Bayliss (aged 63) has been the Projects Director and a Member of the Executive Directorate of the Company since 18 March 2019.

Mr Bayliss has over 40 years of experience in project management, implementation and delivery of large scale infrastructure and railway projects in Hong Kong, the Mainland of China and the United Kingdom. Between 1992 and 2004, he worked for the Company and managed the completion of several construction contracts leading to the delivery of the Lantau Airport Railway, the Tseung Kwan O Extension and Ngong Ping 360. In 2004, Mr Bayliss joined BAA plc. (now known as LHR Airports Limited), prior to joining Skanska UK in 2007. Before joining the Company, he was the Senior Vice President Operational Efficiency (responsible for driving operational efficiency and the development of a digital business strategy) at Skanska AB, a company listed in Sweden.

Mr Bayliss is a Fellow of The Hong Kong Institution of Engineers and the Institution of Civil Engineers in the United Kingdom. He holds a Bachelor of Arts degree and a Master of Arts degree from the University of Cambridge in the United Kingdom.

As at the date of this announcement, Mr Bayliss has an interest in 60,400 shares of the Company awarded to him under the Company's Executive Share Incentive Scheme. Apart from these interests, he does not have any interest (within the meaning of Part XV of the SFO) in the shares of the Company.

Mr Bayliss had entered into a service agreement with the Company for three years from 18 March 2019, which has been amended to reflect his new position as the Capital Works Director, with effect from 22 February 2021, with no change to the other existing terms (including remuneration) of the service agreement.

### **(3) Ms Gillian Elizabeth Meller**

Ms Gillian Elizabeth Meller (also known as Ms Gill Meller), currently the Legal and European Business Director of the Company, will be appointed as the Legal and Governance Director of the Company with effect from 22 February 2021. She will continue to be a Member of the Executive Directorate and the Company Secretary of the Company, and will continue to report directly to the Chief Executive Officer of the Company.

As the Legal and Governance Director, Ms Meller will, in addition to her existing responsibilities for overseeing the Company's legal, company secretarial and insurance functions, lead a new assurance function with the aim of providing a strengthened second line of defence across key risk areas of the Company. She will also assume responsibility for leading a new centralised Procurement and Supply Chain team.

Ms Meller (aged 48) has been the Legal and European Business Director since 1 July 2016 and a Member of the Executive Directorate since September 2011. She is also a director of some of the members of the Company's group. Prior to her appointment as the Legal and European Business Director, Ms Meller was appointed as Deputy Legal Director in December 2010 and was the Legal Director & Secretary between September 2011 and June 2016.

Before joining the Company, Ms Meller was Director of Legal Services for Metronet Rail SSL Limited in London, the United Kingdom, and a solicitor at CMS Cameron McKenna in London, the United Kingdom.

Ms Meller is a vice chairman of the Legal Committee of The Hong Kong General Chamber of Commerce, and a member of the Standing Committee on Company Law Reform.

Ms Meller is qualified to practise as a solicitor in Hong Kong and England and Wales. She is the President of The Hong Kong Institute of Chartered Secretaries ('HKICS') and a Fellow of both The Chartered Governance Institute and the HKICS. Ms Meller holds a Master of Arts degree in Geography from the University of Oxford and obtained her postgraduate qualifications in law from The College of Law in Guildford, both in the United Kingdom. She also completed the Stanford Executive Programme at Stanford University, United States of America, in 2010.

As at the date of this announcement, Ms Meller is interested in 127,347 shares of the Company, and has an interest in 91,734 shares of the Company awarded to her under the Company's Executive Share Incentive Scheme. Apart from these interests, she does not have any interest (within the meaning of Part XV of the SFO) in the shares of the Company.

Ms Meller had entered into a service agreement with the Company for three years from 1 September 2020, which has been amended to reflect her new position as the Legal and Governance Director, with effect from 22 February 2021, with no change to the other existing terms (including remuneration) of the service agreement.

Unless otherwise disclosed above, as at the date of this announcement, Mr Tang, Mr Bayliss and Ms Meller:

- (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; and
- (b) are not related to any other directors, senior management or substantial or controlling shareholder of the Company.

In respect of the changes mentioned above, there is no other information which is discloseable pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the 'Listing Rules'), and there is no other matter in these respects, other than those stated above and/or previously disclosed in the Company's announcement dated 15 August 2011 (in respect of Mr Tang), 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.

### **Change in membership of the Executive Directorate**

The Company further announces that Dr Peter Ronald Ewen, the Engineering Director of the Company, has informed the Company that he will retire upon completion of his service agreement with the Company immediately after 21 February 2021. Accordingly, with effect from 22 February 2021, Dr Ewen will cease to be the Engineering Director and a Member of the Executive Directorate of the Company.

Dr Ewen has confirmed that he has no disagreement with the Board or the Executive Directorate of the Company and that there is no other matter relating to his retirement that needs to be brought to the attention of the holders of securities of the Company.

The Company would like to express its gratitude to Dr Ewen for his valuable contributions to the Company in the past 5 years.

Following the retirement of Dr Ewen, the Engineering Division of the Company will cease to exist after 21 February 2021.

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

Hong Kong, 10 February 2021

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\*, Dr Pamela Chan Wong Shui\*, Dr Dorothy Chan Yuen Tak-fai\*, Cheng Yan-kee\*, Dr Anthony Chow Wing-kin\*, Dr Eddy Fong Ching\*, James Kwan Yuk-choi\*, Rose Lee Wai-mun\*, Lucia Li Li Ka-lai\*, Jimmy Ng Wing-ka\*, Benjamin Tang Kwok-bun\*, Johannes Zhou Yuan\*, Christopher Hui Ching-yu (Secretary for Financial Services and the Treasury)\*\*, Secretary for Transport and Housing (Frank Chan Fan)\*\*, Permanent Secretary for Development (Works) (Lam Sai-hung)\*\* and Commissioner for Transport (Rosanna Law Shuk-pui)\*\*

*Members of the Executive Directorate:* Dr Jacob Kam Chak-pui, Adi Lau Tin-shing, Roger Francis Bayliss, Margaret Cheng Wai-ching, Linda Choy Siu-min, Dr Peter Ronald Ewen, Herbert Hui Leung-wah, Dr Tony Lee Kar-yun, Gillian Elizabeth Meller, David Tang Chi-fai 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.*