

## **MTR Corporation Limited**

Minutes of the 8th Annual General Meeting (the “Meeting”) of MTR Corporation Limited (the “Company”) held at Rotunda 3 (6/F), Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Thursday, 29 May 2008 at 11:30 a.m.

- Present (Shareholders list had been prepared by Computershare Hong Kong Investor Services Limited)
- Apologies Apologies were received from Professor Cheung Yau-kai, The Honourable Abraham Shek Lai-him, Ms. Eva Cheng and Mr. Alan Wong Chi-kong
- In attendance Mr. Andrew Weir (representative of KPMG – Company Auditors), Mr. James Wong, Ms. Romy Cheng and Mr. P.C. Wong (representatives of Computershare Hong Kong Investor Services Limited – Company Registrar), Mr. Jason Webber and Miss Lisa Chung (representatives of Slaughter & May – Company Solicitors)
- Facilitator Mrs. Miranda Leung welcomed everyone to the Meeting. She informed that (i) the Meeting would be conducted in English with simultaneous Chinese interpretation provided by the interpreter; (ii) Shareholders who would like to ask questions should move to a designated microphone position such that they could be seen and heard; (iii) only Shareholders, representatives of corporate Shareholders and proxies would be invited to ask questions at the Meeting; and (iv) the Chairman would answer questions in the language in which they were asked, and that translations of both the questions and answers would be provided by the interpreter. She then introduced the Chairman.

Chairman  
Opening  
Remarks

The Chairman extended the Company's warm welcome to Professor Chan Ka-keung, Ceajer, who joined the Board in July 2007 on taking up the office of the Secretary for Financial Services and the Treasury, and Mr. Ng Leung-sing and The Honourable Abraham Shek Lai-him who became Independent Non-executive Directors of the Company in December last year. The Chairman said Mr. Shek could not attend the Meeting due to Legislative Council's business.

The Chairman said he had invited the Company's advisers and others to attend the Meeting in accordance with Article 61 of the Company's Articles of Association (the "Articles").

Notice

The Chairman proposed and, with permission from the Shareholders present at the Meeting, the notice convening the Meeting, which had been distributed to all Shareholders for the prescribed period, was taken as read.

Chairman's  
Statement

The Chairman advised that the completion of the Rail Merger with Kowloon-Canton Railway Corporation (the "Merger") on 2 December 2007 marked a new era in Hong Kong's railway history. He said the Merger had increased significantly the economies of scale of the rail and related businesses, and enhanced the property development land bank and rental property portfolio of the Company. In addition, the Merger brought an immediate fare reduction to 2.8 million rail users everyday, and provided a better integrated network in Hong Kong and linkages to the Mainland of China.

The Chairman then highlighted the strong financial results in 2007, benefiting from good growth in the Rail and Property businesses, as well as the 30 day effect of the Merger from 2 December to year end.

The Chairman said, with the strong financial results, the Board of Directors had proposed a final dividend of HK\$0.31 per ordinary share which, combined with the interim dividend of HK\$0.14 per ordinary share, would bring the total dividends for 2007 to HK\$0.45 per ordinary share, an increase of 7.1% over 2006. He also mentioned that the Government had extended its undertaking to the Company to take a proportion of its dividend in scrip form through the financial year ending 31 December 2009.

In addition, he outlined the Company's performance in terms of patronage, overall market share, customer service, station commercial and rail related businesses, property development, rental and management businesses.

The Chairman turned to the Company's new rail developments in Hong Kong (including West Island Line, Kowloon Southern Link, South Island Line (East), Shatin to Central Link, Kwun Tong Line Extension to Whampoa, and Hong Kong Section of Guangzhou-Shenzhen-Hong Kong Express Rail Link), as well as its continued expansion into the Mainland of China (including the construction of Beijing Metro Line 4, approval progress for Shenzhen Line 4 project, and successful opening of Ginza Mall shopping centre in Beijing) and Europe (ie the successful commencement of operation of London Overground Concession by the Company's UK Joint Venture in November 2007).

Business aside, the Chairman highlighted the importance of corporate governance, sustainability and community involvement to the Company.

The Chairman then thanked MTR staff for having raised HK\$5.3 million so far for helping the Sichuan earthquake victims.

Before ending, the Chairman thanked Messrs. David

Eldon and Lo Chung-hing who would step down from the Board after the Meeting for their long service and significant contributions to the Company.

Voting  
Procedures

Before considering the resolutions, the Chairman exercised his right as the Chairman of the Meeting under Article 67 of the Articles to call a poll on all the resolutions to be proposed at the Meeting.

The Chairman further exercised his right as the Chairman of the Meeting under Article 68 of the Articles to decide that an electronic voting system be used to conduct the poll on all the resolutions to be proposed at the Meeting in order to minimise the time spent on counting the votes.

The Chairman said same as before, Computershare Hong Kong Investor Services Limited (“Computershare”) had been appointed as the scrutineers to count and certify the poll results. He advised that as the electronic voting system would be used to count the votes, it was expected that the results of the poll would be displayed on the screen before the end of the Meeting. In addition, the poll results would be published on the websites of the Company and the Stock Exchange of Hong Kong Limited (the “Exchange”) in accordance with the Rules Governing the Listing of Securities on the Exchange (the “Listing Rules”).

Mr. James Wong of Computershare then gave a demonstration on how electronic poll voting would work.

Directors’  
Report and  
audited  
Statement of  
Accounts

The Directors’ Report and the audited Statement of Accounts for the year ended 31 December 2007 were taken as read with permission of all Shareholders present at the Meeting.

Auditors' Report Mr. Andrew Weir of KPMG summarised the Auditors' Report to the Meeting.

The Chairman thanked Mr. Weir and asked whether there were any questions about the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2007.

Having no questions from Shareholders, the Chairman proposed Resolution 1, namely the ordinary resolution to receive and consider the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2007.

The Chairman then conducted the poll on Resolution 1.

As more than 50% of the votes had been cast in favour of Resolution 1, the Chairman declared Resolution 1 carried.

Final Dividend The Chairman invited questions from Shareholders about Resolution 2, namely the ordinary resolution to declare a final dividend for the year ended 31 December 2007 of HK\$0.31 per ordinary share, as recommended by the Board of Directors.

Having no questions from Shareholders, the Chairman proposed and conducted the poll on Resolution 2.

As more than 50% of the votes had been cast in favour of Resolution 2, the Chairman declared Resolution 2 carried.

Directors In accordance with the Company's Articles, Professor Chan Ka-keung, Ceajer, Mr. Ng Leung-sing, The Honourable Abraham Shek Lai-him and Mr. Edward Ho Sing-tin retired individually from the office of

Directors and, being eligible, offered themselves for election or re-election. The Chairman invited questions from Shareholders about Resolution 3.

Having no questions from Shareholders, the Chairman proposed and conducted the poll on Resolution 3(a) that Professor Chan Ka-keung, Ceajer be elected as a member of the Board of Directors of the Company.

As more than 50% of the votes had been cast in favour of Resolution 3(a), the Chairman declared Resolution 3(a) carried.

The Chairman proposed and conducted the poll on Resolution 3(b) that Mr. Ng Leung-sing be elected as a member of the Board of Directors of the Company.

As more than 50% of the votes had been cast in favour of Resolution 3(b), the Chairman declared Resolution 3(b) carried.

The Chairman then proposed and conducted the poll on Resolution 3(c) that The Honourable Abraham Shek Lai-him be elected as a member of the Board of Directors of the Company.

As more than 50% of the votes had been cast in favour of Resolution 3(c), the Chairman declared Resolution 3(c) carried.

Further, The Chairman proposed and conducted the poll on Resolution 3(d) that Mr. Edward Ho Sing-tin be re-elected as a member of the Board of Directors of the Company.

As more than 50% of the votes had been cast in favour of Resolution 3(d), the Chairman declared Resolution 3(d) carried.

Auditors

The Chairman proposed and conducted the poll on Resolution 4, namely the ordinary resolution to re-

appoint KPMG as Auditors of the Company and to authorise the Board of Directors to determine their remuneration.

As more than 50% of the votes had been cast in favour of Resolution 4, the Chairman declared Resolution 4 carried.

General  
Mandate

The Chairman proposed Resolution 5, namely the ordinary resolution to grant a general mandate to the Board of Directors to allot, issue, grant, distribute and otherwise deal with additional shares in the Company, not exceeding ten per cent. of the issued share capital of the Company at the date of this Resolution, details of which were set out in the Notice of the Meeting as follows:

Resolution 5

“THAT:

- (A) subject to paragraph (B) below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally APPROVED;
- (B) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the Board of Directors pursuant to the approval in paragraph (A) above, otherwise than

pursuant to:

- (i) a Rights Issue; or
- (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the members of the Executive Directorate and/or officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, including without limitation pursuant to the Rules of the Company's Pre-Global Offering Share Option Scheme, the Rules of the Company's New Joiners Share Option Scheme and also the Rules of the Company's 2007 Share Option Scheme; or
- (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Articles of Association of the Company from time to time,

shall not exceed the aggregate of:

- (a) ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution 5; and
- (b) (if the Board of Directors is so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of share capital of the Company purchased by the

Company subsequent to the passing of this Resolution 5 (up to a maximum equivalent to ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution 5),

and the said approval shall be limited accordingly; and

- (C) for the purpose of this Resolution 5:
- (i) “Relevant Period” means the period from (and including) the date of passing this Resolution 5 until the earlier of:
    - (a) the conclusion of the next Annual General Meeting of the Company;
    - (b) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or by law to be held; and
    - (c) the revocation or variation of the authority given under this Resolution 5 by an ordinary resolution of the shareholders of the Company in general meeting;
  - (ii) “Rights Issue” means an offer of Shares open for a period fixed by the Board of Directors to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such

exclusions or other arrangements as the Board of Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and

- (iii) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

Having no questions from Shareholders, the Chairman conducted the poll on Resolution 5.

As more than 50% of the votes had been cast in favour of Resolution 5, the Chairman declared Resolution 5 carried.

Share  
Repurchase  
Mandate

The Chairman proposed Resolution 6, namely the ordinary resolution to grant a general mandate to the Board of Directors to purchase shares in the Company, details of which were set out in the Notice of the Meeting as follows:

Resolution 6

“THAT:

- (A) subject to paragraph (B) below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures

Commission and the Stock Exchange, in accordance with all applicable laws, including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally APPROVED;

(B) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution 6, and the said approval shall be limited accordingly; and

(C) for the purpose of this Resolution 6:

(i) “Relevant Period” means the period from (and including) the passing of this Resolution 6 until the earlier of:

(a) the conclusion of the next Annual General Meeting of the Company;

(b) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or by law to be held; and

(c) the revocation or variation of the authority given under this Resolution 6 by an ordinary resolution of the shareholders of the Company in general meeting; and

(ii) “Shares” means shares of all classes in

the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

The Chairman then conducted the poll on Resolution 6.

As more than 50% of the votes had been cast in favour of Resolution 6, the Chairman declared Resolution 6 carried.

Addition of the  
Aggregate  
Nominal  
Amount of the  
Shares  
Repurchased to  
the Aggregate  
Nominal  
Amount of the  
Shares which  
may be issued  
under the  
General  
Mandate

The Chairman proposed Resolution 7, namely the ordinary resolution to authorise the Board of Directors to exercise the powers to allot, issue, grant, distribute and otherwise deal with additional shares in the Company in respect of the aggregate nominal amount of share capital in the Company purchased by the Company, details of which were set out in the Notice of the Meeting as follows:

Resolution 7

“THAT, conditional on the passing of Resolutions 5 and 6, the exercise by the Board of Directors of the powers referred to in paragraph (A) of Resolution 5 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 5, be and is hereby APPROVED AND AUTHORISED.”

The Chairman conducted the poll on Resolution 7.

As more than 50% of the votes had been cast in favour of the Resolution 7, the Chairman declared Resolution 7 carried.

Poll Results

The Chairman advised that the results of the poll would be published on the Company’s website and the Exchange’s website on 29 May 2008 in accordance with the Listing Rules.

Conclusion

There being no further business, the Chairman declared the Meeting closed at 12:30 p.m.

(Signed by Dr. Raymond Ch'ien)

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Chairman