

MTR Corporation Limited

Minutes of the 12th Annual General Meeting (the 'Meeting' or 'AGM') of MTR Corporation Limited (the 'Company') held at Rotunda 3 (6/F), Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Friday, 3 May 2012 at 11:30 a.m.

Present (Shareholders list had been prepared by Computershare Hong Kong Investor Services Limited)

In attendance Ms. Ivy Cheung, Mr. Andrew Weir and Mr. Peter Wong (representatives of KPMG – the Company's Auditors), Mr. James Wong and Mr. P C Wong (representatives of Computershare Hong Kong Investor Services Limited – the Company's Share Registrar), Mr. Jason Webber and Mr. Simon Chan (representatives of Slaughter & May – the Company's Solicitors).

Dr. Raymond Ch'ien (Chairman of the Board, and Chairman of Corporate Responsibility Committee), Mr. Edward Ho (Board Member and Chairman of both Nominations Committee and Remuneration Committee), and Mr. T. Brian Stevenson (Board Member and Chairman of Audit Committee).

Other Members of the Board present: Professor Chan Ka-keung, Ceajer, Mr. Vincent Cheng, Ms. Christine Fang, Mr. Joseph Lai, Mr. Ng Leung-sing, Mr. Abraham Shek and Mr. Jay Herbert Walder (Board Member, Chief Executive Officer ('CEO') and a Member of Executive Directorate).

Other Members of Executive Directorate present: Mr. William Chan (Human Resources Director), Mr. T C Chew (Projects Director), Mr. Lincoln Leong (Finance & Business Development Director), Dr.

Jacob Kam (Operations Director), Ms. Gillian Elizabeth Meller (Legal Director & Secretary), Mr. David Tang (Property Director) and Ms. Jeny Yeung (Commercial Director).

Facilitator Mrs. Miranda Leung welcomed everyone to the Meeting. She informed that (i) the Meeting would be conducted in English except that the poll on each resolution would be conducted in Cantonese, and there would be simultaneous interpretation (i.e. Cantonese, Mandarin and English) throughout the Meeting; (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 interpreters. She also highlighted the housekeeping matters.

Mrs. Leung then introduced the Chairman.

Chairman Opening Remarks 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'). To facilitate those Shareholders who could not come to the Meeting, he advised that the Meeting would be webcast on the Company's website within around 24 hours.

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 commenced the Meeting by welcoming Mr. Jay Walder who joined the Company as CEO and a Member of the Board both on 1 January 2012. The welcome was also extended to the three new Executive Directors appointed last year: Ms. Jeny Yeung, Commercial Director, Ms. Gillian Meller, Legal Director and Secretary, and Mr. David Tang, Property Director. The Chairman thanked Mr. C K Chow, former CEO and a Member of the Board, Mr. Leonard Turk, former Legal Director and Secretary, and Mr. Thomas Ho, former Property Director, for their significant contributions over the years. Furthermore, as it was the last AGM for Mr. William Chan, Human Resources Director, who would retire in approximately two months' time, Mr. Chan would be succeeded by Mr. Morris Cheung, Human Resources Director – Designate, with effect from 17 July 2011.

To address the recent discussion in various public forums about the Fare Adjustment Mechanism ('FAM') for MTR fares and the announced overall fare adjustment rate of 5.4% for 2012, the Chairman said that having a more objective and transparent FAM was one of the five parameters set down by the Government for the Rail Merger in 2007. As a result, MTR had to agree to give up its autonomy to set fares. After much consideration and debate, independent Shareholders voted at an extraordinary general meeting to support the Rail Merger, balanced with the assurance of a direct drive mechanism and an agreed contract.

The Chairman also said that, as importantly, it was a clear process, one of the most open and transparent systems in the world, based solely on Government published figures, which allowed the MTR to have sufficient resources to ride out economic cycles, through good times and lean.

In order to thank passengers for their support and to

offset frequent customers' transportation costs as well as to encourage further usage of the railway, MTR had been offering a wide range of fare promotions and concessions each year, and last year they amounted to around HK\$1.7 billion. In 2012, the Company would look into the right balance of promotions to aim at introducing a helpful, practical, effective and attractive package.

MTR ranked amongst the very best railways in the world in terms of safety, reliability and service quality. One of the key ingredients was to sustain a stable financial foundation which allowed MTR to inject more than HK\$4 billion a year into maintaining and upgrading the Company's rail systems and assets to keep them in good condition.

It was agreed that any fare adjustment should be a clear process with clear principles, including:

- It has to be open, transparent, easily understood, considered fair by the public and Shareholders, not unduly influenced by any other external factors;
- It has to address general affordability consistent with socio-economic conditions; and
- It has to be able to provide sufficient resources for the MTR to ride through economic cycles, through good times and lean, in order to continue to provide a world class railway to the Hong Kong community in a sustainable fashion.

The first review of the FAM would be due later in the year and MTR would earnestly work with the Government in an open manner to further refine what was by and large sound.

To directly respond to the community's concern on service delivery, MTR had rolled out a number of services enhancements under a new HK\$1 billion

'Listening · Responding' Programme to ease crowding, improve access and to provide more facilities for the Company's passengers. These initiatives ranged from enhancements in train service frequencies, more staff at stations, more external lifts and wide gates, to the Company's commitment to add public toilet facilities at all interchange stations when they undergo major renovations, put in extra platform seats and bring forward the installation of Automatic Platform Gates ('APG') on the Ma On Shan Line within a year. With the introduction of 5 new trains, the train service on the Tsuen Wan, Kwun Tong and Island Lines had been enhanced since March. Initial survey results were showing early success in relieving the on-train and platform crowdedness at the most congested locations.

MTR, as a listening and responding transport operator and a responsible listed company, valued its passengers and Shareholders as its key stakeholders. MTR would continue to balance these dual obligations in decision making.

Turning to the overview of MTR's 2011 annual results, the Chairman stated that MTR had a strong year and that, as the Hong Kong economy remained buoyant, all the Company's businesses (including rail operation, station retail, shopping malls and property development) performed well. Supported by high levels of operational and safety performance, MTR had record patronage on its Hong Kong rail and bus passenger services. MTR continued to surpass all the targets set out in the Operating Agreement and its own more demanding Customer Service Pledges. Train service delivery, passenger journeys on time and train punctuality were all at 99.7% or above. MTR's overseas businesses also contributed meaningfully. In Shenzhen, the Company achieved operations of the full Longhua Line in June, and won its first property tender for Phase 1 of the Longhua Depot Site in August.

Putting the financial performance in context and compared to 2010, the Chairman reported that total revenue increased by 13% to HK\$33.4 billion, and total EBITDA was 11% higher at HK\$12.1 billion. Total EBITDA margin dropped slightly to 36.3%. Excluding the overseas railway subsidiaries, EBITDA margin was slightly higher at 55.2%. The railway subsidiaries required little investment and were therefore value enhancing for MTR. The net profit from underlying businesses attributable to equity Shareholders was HK\$10.468 billion (excluding revaluation of investment properties and the related deferred tax).

The Chairman stated that the Board of Directors had proposed a final dividend of HK\$0.51 per ordinary share which, when combined with the HK\$0.25 interim dividend per ordinary share, would bring the full year dividend to HK\$0.76 per ordinary share. The dividend represented an increase of \$0.17 per share or 28.8% from 2010 and, if approved at the Meeting, would be the fifth consecutive year of dividend increases.

The Chairman gave an overview of the Hong Kong business performance including the ridership (total patronage increased by 6.9% to 1.688 billion), the overall market share (rise of 1.1% to 45.4%), station commercial and other related businesses (increase of 19.9% to HK\$3.4 billion), property developments (profit of HK\$4.9 billion), property rental and property management businesses (total revenue of HK\$3.2 billion), Ngong Ping Cable Car and the associated theme village (13% revenue increase to HK\$270 million) and Octopus Cards (net profit of HK\$182 million). EBITDA contributions from the rail subsidiaries in Melbourne, Stockholm and Shenzhen (increase of 60.9% to HK\$449 million) as well as the post-tax profit contribution from the three associated companies in Beijing, London and Stockholm were reported (rose by HK\$94 million to HK\$116 million).

Turning to future growth and within Hong Kong, the Chairman reported that the five new projects were making good progress. The West Island Line was targeted to open in 2014 while the other three lines: the South Island Line (East), the Kwun Tong Line Extension and the Express Rail Link were planned to open for service in 2015. Subject to funding approval, construction of the Shatin to Central Link was expected to start in mid 2012.

The Chairman further gave a brief update of the businesses outside Hong Kong, including the Public-Private-Partnership project for the Hangzhou Metro Line 1 which was still awaiting regulatory approval, and the operation of the London Overground franchise through LOROL which had recently been named London's Public Transport Operator of the Year for the second year in a row and the world's Most Improved Metro. The UK's Department for Transport ('DfT') in March had shortlisted MTR to bid for the Essex Thameside and Thameslink franchises.

The Chairman recognised the roles that good corporate governance, sustainability, corporate responsibility (including, most importantly, community engagement) played in helping MTR to become a globally recognized leader that connected and grew communities with caring service.

It was MTR's firm belief that good corporate governance was fundamental in ensuring that the Company was well managed in the interests of all its stakeholders. Led by the Board of Directors, MTR committed to identify and formalise best practices and to ensure that the Company exceed a number of corporate governance requirements taking into account the development of the Company's businesses as well as the changing external environment.

As regards sustainability, Chairman said that Shareholders would agree that MTR's 'Rail plus

Property' business model had, for a number of years, played a significant role in the continued development of Hong Kong. In addition to both the South Island Line (East) and the Kwun Tong Line Extension projects, which adopted the model, MTR would pioneer a version of this model in the Shenzhen Longhua development site, marking the Company's first extension of the model beyond Hong Kong.

The Company's efforts on sustainability development by adopting best practices continued to gain solid public support. MTR was named the global 'Travel & Tourism' sector's Sustainability Leader in the Sustainability Yearbook in May and for the sixth year in a row. In September, MTR was also selected as a New Sustainability Champion by the World Economic Forum. As reported before, the Company continued to be listed on the Dow Jones Sustainability index, FTSE4Good Index and Hong Kong's Hang Seng Corporate Sustainability Index. The Company was also included as the only Hong Kong company in the 2011 Corporate Knight's Global 100 Most Sustainable Corporations in the World.

As a responsible corporate citizen and in line with the Hong Kong SAR Government's agreement with the APEC (Asia-Pacific Economic Cooperation) to reduce greenhouse gas intensity by 20% by 2020, the Company would also do its part to meet the target.

The Company valued the importance of stakeholder engagement and walked-the-talk by inviting local communities and resident groups to participate in a variety of related activities, both before and during the implementation of the five new rail lines in Hong Kong.

Looking ahead for the rest of 2012, it was expected that the global economic recovery would remain

challenging and possibly lead to a slower growth in patronage. MTR's other recurrent businesses, including station commercial and property rental, would be stable, based on the general 3-year rental cycle.

In the Company's property development business, recognition of profit from the Che Kung Temple development was subject to the progress of pre-sales and the issuance of the Occupation Permit, which was currently expected in late 2012. The Company might tender out the Tai Wai Station and Tin Shui Wai Light Rail sites before the end of 2012 depending on market conditions and might also, as development agent, tender out Long Ping (North) and Long Ping (South) and re-tender Tsuen Wan West station (TW5) Bayside sites.

Before closing, the Chairman thanked all fellow Board Members and colleagues for their dedication and continuous support in making 2011 another year of success, and paving the way for sustainable growth in the future.

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 each resolution 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 would be used to conduct the poll on each resolution to be proposed at the Meeting, in order to minimise the time spent on counting the votes.

The Chairman said 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 in accordance with the Rules Governing the Listing of Securities on the Exchange.

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 2011 were taken as read with permission of all Shareholders present at the Meeting.

Auditors'
Report

Ms. Ivy Cheung of KPMG summarised the Auditors' Report to the Meeting.

The Chairman thanked Ms. Cheung.

Before the Chairman formally proposed Resolution 1 (i.e. 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 2011), he 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 2011.

Dr. Cheung Chiu Hung, said that he was the Labour Party's Vice Chairman (工黨副主席), attended as Proxy and commented that although MTR had made significant profit of approximately HK\$14.7 billion last year, and approximately HK\$60 billion profit during the past five years averaging

HK\$12 billion each year, MTR had raised fares for the past three consecutive years. Moreover, MTR had built its railway on public land without paying land premium. Therefore, being a responsible corporate citizen, MTR should stop increasing fare this year.

Chairman thanked Dr. Cheung for his suggestions and clarified as follows:

- (1) In respect of fare price, it should not be discussed at the AGM nor was it a matter for Shareholders to decide as it was governed by the FAM;
- (2) As regards the HK\$14 billion profit mentioned earlier, HK\$4 billion came from property re-valuation and quite a large portion came from property development. Shareholders should be familiar with the Hong Kong and overseas property markets and realise that such income was not steady. Therefore, profit generated from property development was not recurrent and was not stable. However, MTR's recurrent income was relatively stable. As reported earlier, MTR had invested around HK\$4 billion each year on the maintenance, upgrade and replacement of its assets. As years went by, the complexity of the railway lines increased and the aging of the network would require vast amounts of investment on upgrade, maintenance and asset replacement in order to achieve the highest service standard.
- (3) In response to the comment on FAM ('可加可減機制'), it had been seriously debated in 2007 with the Government before being passed at the Legislative Council meeting. Therefore, FAM was a legally binding contract and it was a clear, open and transparent system which would easily be understood by the public. FAM

also aligned fare adjustments to Hong Kong's economic conditions as well as citizens' affordability, specifically annualised changes in inflation etc. Based on past years' experiences, FAM also provided sufficient resources for MTR to ride through economic cycles, through good times and lean. If uncertainty of the economy arose in the latter part of 2012 in the form of deflation, MTR would then need to reduce fares.

MTR's Board of Directors and Management, in fact, were constantly balancing the interests between the Company and its Shareholders, as well as fulfilling its responsibility towards the community.

In 2011 and as mentioned earlier, MTR had offered a basket of fare promotions of approximately HK\$1.7 billion to passengers. This year, MTR was reviewing the promotion package. During discussion, MTR would take into consideration Dr. Cheung's suggestions (i.e. the need of the community etc).

Chairman thanked Dr. Cheung for his suggestions and said that Management would handle his suggestions sincerely.

Dr. Cheung thanked Chairman for his reply and further commented that the Labour Party had objected to the FAM at the Legislative Council meeting in 2007. He said that transportation fee was expensive and if MTR increased the fares by 5.4%, less privileged citizens might be reluctant to go out. MTR made a profit every year and Government was a major Shareholder, both entities therefore had the responsibility to ensure the well being of the community and should stop fare increases.

Chairman, again, thanked Dr. Cheung.

A Shareholder, who did not identify himself, said that inflation had significantly increased over the years. Although MTR had been established for over 35 years, the magnitude of MTR fare increase was still lower than inflation. He also indicated that he did not see any problem for MTR building its railway network on public land.

Chairman concurred and thanked the Shareholder for his comments.

Mr. Wong, Shareholder, proposed the following two points:

- (1) There should be tea and coffee and dim sum provided after the AGM.

Chairman thanked Mr. Wong for his suggestion and replied that there was, in fact, tea and coffee for Shareholders after the Meeting. He further indicated that the Company appreciated Shareholders' support and promised that some snacks would be provided at the next AGM.

- (2) The Company should provide more benefits to encourage Shareholders attending next year's AGM by, for instance, deducting the MTR fares by HK\$3 to HK\$5 or even providing a free MTR single journey ticket.

Chairman acknowledged and said that Mr. Wong's suggestion would be considered.

Madam Chan, Shareholder, said that she recalled from an old article from Ming Pao that Shareholders had received 3 promotions from MTR in 2005. She also said that MTR had made significant profit this year, and should therefore be more generous. She then suggested the following:

- (1) MTR should pay more dividend to Shareholders next year.
- (2) MTR should not hold its future AGMs on a Thursday and should provide a free MTR ticket for Shareholders on those particular days.
- (3) MTR should take the lead to provide free transportation to all senior citizens aged over 70 and a fare promotion of HK\$1 for all senior citizens aged over 65.

Madam Chan urged Professor Chan to reflect Shareholders' comments (i.e. not to raise fares) to Government. She then praised Chairman and Mr. C.K. Chow for having run the Company well. She also welcomed Mr. Jay Walder, CEO, and requested for a meeting with Mr. Walder.

Chairman thanked her and said that Ms. Yeung, Commercial Director, would make a note of all her comments.

Mr. Lee Kwok Keung, described himself as a minority Shareholder, said that MTR's train compartments were always crowded. He suggested that more announcements at station platforms or on train compartments should be made to remind passengers to offer seats to those in need. In addition, he realised that there were some compartments for disabled passengers. He suggested that labels like those on buses for disabled passengers should be indicated outside of MTR train doors on those relevant compartments to facilitate those passengers in need.

Chairman thanked Mr. Lee for his good suggestions and said that MTR had been working on improving its convenience for elderly passengers. He then invited Dr. Kam, Operations Director, to further supplement.

Dr. Kam also thanked Mr. Lee for his suggestions and responded that MTR would do more in advertising the 'Priority Seats' concept for the elderlies, and pregnant women etc. as well as encouraging passengers to give up the priority seats they occupied to those in need.

Mr. Lee supplemented that both the Shenzhen Metro company and Hong Kong Star Ferry provided free transportation to elderlies. Hong Kong should offer the same to the elderlies. MTR should at least extend its current fare promotion of HK\$2 to elderlies everyday, i.e. not only on Wednesdays and Saturdays.

Chairman thanked Mr. Lee for his suggestions.

A lady who claimed to be an executive committee member of the Labour Party (工黨執委) talked about her previous personal experience in riding on the MTR and hoped that MTR would pay more attention to passengers' feelings and the handling of safety issues. She then expressed the following two concerns:

She recalled an incident that happened over 20 years ago when there was an interruption to the MTR service while she was taking the Tsuen Wan Line from Tsuen Wan to Central. She claimed that passengers were still allowed to enter the platform during service interruption. There was no air-conditioning on the train during stoppage and the interconnection services from the MTR station to the relevant buses was confusing. She commented that MTR should stop passengers from entering their stations during service interruptions and arrange better bus services.

She raised another concern about MTR requiring eight years to complete all the APG installation by

quoting a tragic incident that she witnessed over 20 years ago. She hoped that MTR could shorten the completion time for APG installation and asked why MTR had not placed passengers' safety as the first priority. She then questioned whether MTR could guarantee that no accident would occur in the next eight years and hoped that MTR could discharge its social responsibility first.

Chairman thanked the Shareholder for her comments and said that all members of the Board as well as all MTR staff treasured the importance of passengers' safety and lives as a whole. He also said that the first priority of all MTR operations was to ensure the safety of every passenger and that MTR would never compromise safety in its day-to-day railway operations. Incidents involving injury or death were deeply regretting.

Taking this opportunity, Chairman mentioned that, in terms of safety measures, MTR had in fact been recognised as one of the top transportation systems in the world. In response to an earlier request for MTR to guarantee no incidents would happen in the next eight years, Chairman remarked that no one could do so. Looking at the Company's record, Chairman said that MTR was one of the safest transportation systems in the world. As an example, MTR had achieved 'best service provider' awards in London for the past two years. As for the overall or technical comments, Chairman invited Dr. Kam to supplement.

Dr. Kam thanked the Shareholder for her comments and responded to her questions as follows:

- (1) If the MTR service encountered disruption at a particular station which could no longer be open for service for instance, passengers would be stopped from entering that station. However, if the MTR service encountered delays only, passengers could continue entering that station

and using the MTR service. Central broadcasts to all stations would then announce the incident (whether delay or disruption) to passengers.

Dr. Kam reassured that safety was absolutely the top priority in MTR's design, and the train service operations had adopted a 'fail-safe' mechanism which was a built-in protection system in every MTR system that could bring train operations to an automatic halt whenever any irregularity was detected. If any danger was foreseen in the system, MTR would halt the service for passengers' safety.

- (2) As regards the installation time of APGs, and among the 10 lines that MTR operated, only two lines (i.e. the East Rail Line and the Ma On Shan Line ('MOS')) were pending for the installation. This was because the signalling system and the railway system of the East Rail Line could not support the APG mechanism. If installation went ahead, it might create new dangers which could affect the customer service. MTR could therefore proceed with installation only after both the signalling and railway systems had been changed.

Given the signalling and the railway operation systems of the MOS were relatively new and upon completion of the change, the APG installation should be able to be accelerated.

Dr. Kam remarked that the APG installation programme was expected to complete in 2017, one year ahead of the original plan (2018). Therefore, the APG installation at the MOS should be able to be completed within 5 years.

Madam Chan, the Shareholder who raised her comments earlier, stated that she witnessed the improvement of MTR's services when dealing with

incidents such as arranging additional staff and more broadcasting during interruption. Madam Chan reminded that comments on MTR should be fair.

Chairman thanked Madam Chan for her comments.

Ms. Ng, another Shareholder, raised a personal matter (i.e. not AGM related) at the Meeting.

Chairman therefore suggested that her matter be dealt with by Mr. David Tang, Property Director, or his colleagues from Property Department, after the Meeting.

Ms. Chan, who described herself as a minority Shareholder, suggested MTR to re-consider the offering of scrip dividend.

Chairman thanked her suggestion and said that Management would have a thought on it.

With no further questions raised by Shareholders, 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 Chairman continued to formally propose Resolution 2, namely the ordinary resolution to declare a final dividend for the year ended 31 December, 2011 of HK\$0.51 per ordinary share, as recommended by the Board of Directors.

The Chairman then 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 Articles, Professor Chan Ka-keung, Ceajer, Mr. T. Brian Stevenson, Mr. Jay Herbert Walder and the Chairman (Dr. Raymond Ch'ien Kuo-fung) retired individually from the office of Directors and, being eligible, offered themselves for election or re-election at the Meeting.

Chairman invited questions from Shareholders about Resolution 3.

Having no question from Shareholders, Chairman invited Mr. Edward Ho, to formally propose the resolution to re-elect himself as a member of the Board of Directors.

Mr. Ho proposed and Chairman conducted the poll on Resolution 3(a) that Dr. Raymond Ch'ien Kuo-fung 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(a), Chairman declared Resolution 3(a) carried.

Chairman then proposed and conducted the poll on Resolution 3(b) that Professor Chan Ka-keung, Ceajer 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(b), Chairman declared Resolution 3(b) carried.

Chairman further proposed and conducted the poll on Resolution 3(c) that Mr. T. Brian Stevenson 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(c), Chairman declared Resolution 3(c) carried.

Chairman further proposed and conducted the poll on Resolution 3(d) that Mr. Jay Herbert Walder 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(d), Chairman declared Resolution 3(d) carried.

Auditors 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 in the terms 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 New Joiners Share Option Scheme and 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."

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

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."

Chairman then conducted the poll on Resolution 6.

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

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 in the terms 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."

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 Chairman advised that the results of the poll would be published on the Company's website and the Hong Kong Stock Exchange's website in accordance with the Listing Rules.

Chairman thanked all Shareholders in attendance and before announcing the closure of the Meeting, a Shareholder, who did not identify himself said on behalf of his family and the Company, he would like to express his sincere and warm welcome to Mr. Jay Herbert Walder as the new CEO of the Company. The Shareholder quoted a few incidents which occurred previously and said he hoped that Mr. Walder would further improve the Company's service quality and reputation.

Furthermore, the same Shareholder suggested MTR's platform staff should stop tourists from eating or drinking inside MTR compartments and provide relevant education to those tourists.

Mr. Walder thanked the Shareholder for his comments and said that he would continue to learn and improve the Company's performance.

Conclusion There being no further business, the Chairman declared the Meeting closed at about 1:18 p.m.

(Signed by Dr. Raymond Ch'ien)

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Chairman