

## **MTR Corporation Limited**

Minutes of the 11th Annual General Meeting (the 'Meeting') 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, 6 May 2011 at 11:30 a.m.

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

In attendance Mr. Andrew Weir, Mr. Peter Wong and Mr. Denny Chen (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 Registrar), Mr. Jason Webber and Mr. Simon Chan (representatives of Slaughter & May – the Company's Solicitors)

Dr. Raymond K F 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. Brian Stevenson (Board Member and Chairman of Audit Committee).

Other Members of the Board present: Mr. Vincent Cheng, Ms Chu Man-ling (alternate director to Professor Chan Ka-keung, Ceajer), Ms Christine Fang, Mr. Alasdair Morrison, Mr. Ng Leung-sing, Mr. Abraham Shek and Mr. C K Chow (Board Member, Chief Executive Officer 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. Thomas Ho

(Property Director), Mr. Lincoln Leong (Finance & Business Development Director), Dr. Jacob Kam (Operations Director), and Mr. Leonard Turk (Legal Director & Secretary).

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 then highlighted the housekeeping matters.

Mrs. Leung 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 started the formal business of the Meeting by reporting that riding on the recovery in Hong Kong's economy, MTR achieved a strong set of results and all of the local businesses (including rail operation, station retail, shopping malls and property development) performed well. The financial performance of the rail franchises outside of Hong Kong was, as a whole, in line with MTR's expectations.

Putting the financial performance in context and compared to 2009, the Chairman reported that revenue was HK\$29.5 billion with EBITDA at HK\$10.9 billion, and net profit from underlying businesses attributable to equity shareholders was HK\$8.6 billion (excluding revaluation of investment properties and the related deferred tax).

The Chairman said the Board of Directors had proposed a final dividend of HK\$0.45 per ordinary share which, when combined with the HK\$0.14 interim dividend per ordinary share, would bring the full year dividend to HK\$0.59 per ordinary share. The dividend represented a 13.5% increase over last year and, if approved at the Meeting, would be the fourth consecutive year of increases. The current Scrip Dividend Scheme under which the scrip alternative for the 2010 final dividend was to be offered, would expire after the Meeting. After reviewing the Company's healthy financial condition, the Board had decided not to seek authority to renew the Scheme at the Meeting.

The Chairman gave an overview of the Company's business performance including the ridership, train service performance, station commercial and rail related businesses, property development, property rental and management, Ngong Ping Cable Car and associated theme village and Octopus Cards. EBITDA contributions

from the rail subsidiaries in Stockholm, Melbourne and Shenzhen as well as the post-tax profit contribution from the rail associated companies in Beijing and London were reported.

Turning to future growth and within Hong Kong, the Chairman reported that the construction of the West Island Line and the Hong Kong section of the Express Rail Link were well underway; the South Island Line (East), the Kwun Tong Line Extension and the Shatin to Central Link had also made good progress in planning, design and approval processes.

The Chairman further gave a brief account of the businesses outside Hong Kong, including the commencement of full passenger services on the refurbished and extended East London Line by London Overground, and the operations of the Daxing Line extension of Beijing Metro Line 4 through the Beijing associated company, as well as the take-over of operations of Phase 1 of Shenzhen Metro Line 4 with full line operation covering Phase 2 expected in the middle of 2011. Regulatory approval of the Public-Private Partnership project for the Hangzhou Metro Line 1 project was awaited.

The important roles of corporate governance, sustainability, corporate responsibility and community involvement, in the continued success of the Company, were recognised by the Chairman.

Looking ahead for the rest of 2011, it was expected that the global economic recovery would continue albeit overshadowed by a number of uncertainties. With continued economic growth, the Hong Kong rail business should see patronage increases. The other recurrent businesses including station commercial, advertising and property rental businesses which

were market driven, should also be positive.

For property development, the Chairman expected to make profit booking of the shopping mall at Area 56 of Tseung Kwan O in the first half of 2011. Recognition of profit from Festival City in Tai Wai in 2011 would be based on issuance of the Occupation Permit for Phase 3 or when sales proceeds exceeded the development cost, whichever was the later. Depending on market conditions, Tai Wai Station site and Tin Shui Wai Light Rail site might be tendered out. As development agent, West Rail Nam Cheong Station site and Tsuen Wan West site no. 5 might also be tendered out.

The Chairman noted that there had been some discussion in public forums about the Company's recent 2.2% fare increase under the Fare Adjustment Mechanism. He said MTR, as a key transport operator and a listed company in Hong Kong, had the dual obligations of providing quality passenger service as well as reasonable returns to Shareholders.

From the train service perspective, he said the delivery, passenger journeys on time and punctuality all achieved 99.7% or above in 2010. In maintaining and upgrading the railway assets and station facilities, more than HK\$4 billion per annum had been spent.

On the fares side, the Chairman said there had been a general fare reduction of over HK\$600 million a year since 2007 (the time of the Rail Merger with Kowloon-Canton Railway Corporation). Moreover, the current 2.2% fare increase would only be the second modest upward adjustment since 1997. Compared with other modes of transport in Hong Kong, he said MTR fares were competitive and remained reasonable. This was also the case

internationally.

As a very responsible corporate citizen, the Chairman said more than HK\$1.6 billion of concessions had been offered to the elderly, students and persons with disabilities in 2010. This benefited about 1.2 million passenger trips each day, and was equal to 14% of pre-tax profits.

To make a reasonable return for Shareholders through dividends, the Chairman said efforts continued to enhance, amongst others, non-fare revenues and efficiency drives. Government, as the major Shareholder, received about HK\$2.6 billion for 2010. This MTR model was consistent with prudent and sound public finance. Leaders from around the world who visited MTR all commended MTR on its sustainable business model.

Before closing, the Chairman took the opportunity to thank Mr. C K Chow, the Chief Executive Officer and a Member of the Board, who would retire on 31 December 2011, for his outstanding job leading the Company from strength to strength and his very significant contribution to MTR. He said the Company was proceeding with a worldwide search including internal candidates to identify the right candidate for the post of Chief Executive Officer.

In addition, the Chairman welcomed Mr. Alasdair Morrison who joined the Board as an independent non-executive director in July 2010. He also thanked Mr. Andrew McCusker who retired in December 2010 as Operations Director for his significant contributions to the Company, and welcomed Dr. Jacob Kam who succeeded Mr. McCusker.

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 2010 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.

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 2010), 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 2010.

Madam Chan, a Shareholder, thanked Mr. C K Chow, the Chief Executive Officer, for his work over the years by presenting him a souvenir (a book). The Chairman and Mr. Chow, on behalf of the Company, thanked Madam Chan and presented her a gift in return.

Madam Chan then suggested the following:

- (1) To extend the current flat fare promotion of HK\$2 per journey [Post-Meeting Note: currently on Wednesdays, Saturdays and public holidays (excluding Sundays)] to the elderly to travel on the general MTR lines, to 7 days a week,
- (2) To increase the Company's community activities for the elderly,
- (3) To make a further increase in dividend next year,
- (4) To hold the annual general meeting next year on a Wednesday and earlier, say at 10:30am, and provide a free MTR ticket for Shareholders for that day,
- (5) To arrange tea service at annual general meetings, [Post-Meeting note: There were water dispensers at both the Meeting Hall and



the Reception. In addition and as before, Shareholders had been served tea and coffee at the Reception immediately after the Meeting.]

- (6) To re-arrange seating on the floor so that Shareholders would be closer to Directors on the stage, and
- (7) That the security inspection (screening of bags before registration) was inappropriate.

The Chairman thanked Madam Chan for the suggestions.

Mr. Anthony Hon, a Shareholder, thanked Mr. C K Chow, the Chief Executive Officer, for his many years of service. He then expressed his views as follows:

- (1) From the corporate governance perspective, and in the light of the Octopus incident last year and the media event in April, he suggested that the Company proceeds with what is necessary and speaks less to the public. This is to avoid the Company from being criticized by media.

The Hotline's response to his enquiry about this Meeting's transportation arrangement was not satisfactory. Transportation could be provided for Shareholders to attend the annual general meeting next year.

- (2) The Fare Concessions to public were not appropriate. Management should use relevant data (e.g. inflation, fares of other modes of transport) to convince the public that the Company's fare increase was in fact reasonable.
- (3) The Company could shorten the number of

days for arrangement of dividend payment.  
[Post-Meeting note: The 2011 Interim Dividend was paid on 19 September 2011, compared to the 2010 Interim Dividend on 22 October 2010.]

- (4) Management could get seated a few minutes before an annual general meeting formally commences.

He also shared Madam Chan's views on points (6) and (7) above.

The Chairman thanked Mr. Hon and responded as follows:

- (1) He acknowledged Mr. Hon's view about the Company's internal work efficiency and external attitude, and said that the objective of Management, as always, was to work from strength to strength, for achieving better results.
- (2) He said that the Company respected the Fare Adjustment Mechanism agreed with Government for reviewing MTR fares once a year. The slight revision of the overall fare adjustment rate [Post-Meeting note: i.e. from 2.3% announced in March 2011 to 2.2% in April 2011. For details, please refer to the Company's press releases on 24 March 2011 and 28 April 2011.] for MTR fares in 2011 was due to the new Composite Consumer Price Index (CCPI) announced by Government [Post-Meeting note: on 28 April 2011], and it was therefore not a fare concession.
- (3) For dividend payment, scrip alternative etc, he said that Mr. Lincoln Leong, Finance & Business Development Director, would consider Mr. Hon's opinion and make

improvement where possible, as Shareholders were the Company's major stakeholders.

- (4) He said that it was a global trend of stepping up risk management and security measures. Regarding the inconvenience created, he said that the objective of the security arrangement for this Meeting was to provide Shareholders with a comfortable and a safe environment. He added that the Shareholders' opinions about the security arrangement would be reviewed before the annual general meeting next year.

Madam Chan, the Shareholder who raised questions earlier, further suggested the Company install fare savers where they could be reached by young people more conveniently. In response, the Chairman said Management would continue to review the fare related concessions policy. In setting the policy, he said that the Company would have to balance all relevant interests (including the Company's, the Shareholders' etc), and suggested that Madam Chan, as both a senior citizen and a Shareholder, also balance her own interests.

Mr. Hon, the Shareholder who expressed his view a while ago, further suggested Management actively consider segregating the Rail business from the other non-Rail businesses (including property, railway joint venture outside of Hong Kong) for correcting the public perception that the Company was making a lot of profits from the Rail business and therefore should not raise fares. In reply, the Chairman said Mr. Hon was a sophisticated investor. He said the Rail+Property Model was an integrated one. If the suggestion of segregation was to be pursued, it had to be first considered whether this would be in the best interests of Shareholders, and the decision of so

doing would not rest with Management, but Shareholders.

Mr. Choi, a Shareholder, suggested improving the quality of the standard Chinese messages (such as ‘請在另一邊落車’ and ‘請在這邊落車’) on the light-emitting diode (LED) inside train compartments. Moreover, he considered that the term ‘博愛座’ would convey a clearer message than the current description (i.e. ‘優先座’/‘Priority Seat’). He said that he supported extending the HK\$2 fare promotion per journey to the elderly to weekends. In addition, if the HK\$2 concession applied to certain but not all stations, he suggested replacing the concession by a fare reduction. He then enquired the status of platform screen doors installation on the East Rail in the light of the 10 cents surcharge.

In reply, the Chairman said, as mentioned earlier, the fare concessions and promotions last year amounted to about HK\$1.6 billion. The new concessions and promotions would be announced in end May / early June and, hopefully, these would not be less than before. Regarding the Chinese standard messages inside train compartments, the Chairman said Operations colleagues would seek improvement where appropriate.

Mr. Lee, a Shareholder, said train compartments were usually very crowded except the first station from terminal. He also suggested making more announcements at stations or inside train compartments to remind passengers to offer seats to those who are in need. In response, the Chairman thanked Mr. Lee for his comment and said Operations colleagues would attend to it.

A lady (who had not identified herself to Shareholders and the Chairman) said she could

not find the venue of this Meeting from the AGM document(s). [Post-Meeting note: The venue was printed on page 1 of the AGM Circular (both languages). There are other ancillary documents in the same envelope to Shareholders and they are the Proxy Form and the Scrip Dividend Circular.] She said she supported the HK\$2 fare promotion as well as the Company, but she felt that she had not been respected due to the security arrangement today. She said the Company's document should have mentioned about this arrangement and the choice would then be for Shareholders to decide whether to come or not.

In response, the Chairman, on behalf of the Company, noted the inconvenience to Shareholders and expressed, once again, the objective of stepping up the security measures was to provide a comfortable and safe environment for Shareholders and hoped, therefore, to have their understanding. He added that Shareholders' comments would be considered for making improvement, where appropriate, for next year.

Madam Chan, the Shareholder who raised her comments before, asked the reason for the Government not being represented to attend this Meeting. In answer, the Chairman said he could not answer this question on behalf of Professor Chan (Secretary for Financial Services and the Treasury) and Ms Eva Cheng (Secretary for Transport & Housing) but there must be a valid reason for it. As the Chairman of the Company, the Chairman said he found that both directors were dutiful and had acted in the interests of Shareholders as a whole. He then introduced Ms Cathy Chu (Deputy Secretary for Financial Services and the Treasury) who was sitting on the stage and represented the Government [Post-Meeting note: Ms Chu was an alternate director to

Professor Chan].

Madam Choi, a Shareholder, said she was basically fine with the MTR service. Instead of making a fare adjustment according to the Fare Adjustment Mechanism, she was of the view that promotions as well as monthly passes to residents of Government-built estates and MTR properties would boost patronage and therefore revenue of the rail business. She also suggested the Company (1) consider using some profits from property development for community services, and (2) offer Chinese New Year promotion package which would enable a family of three (instead of just two) members to ride on the MTR. The Chairman thanked the Shareholder for her comment.

Another lady, who had not identified herself to Shareholders and the Chairman, suggested future dividend yield attain 3% and this was in light of the dividend yield of other public utility companies already at 4 – 5%. In reply, the Chairman said that, subject to maintaining a sound financial result, the Board intended to follow a progressive dividend policy. As a lot of financial resources would have to be expended for expanding and maintaining the local railway network in the next five years or so, he said it was also necessary to balance dividend payment with the financial strength of the Company.

A lady, who had not identified herself to Shareholders and the Chairman, suggested accruing fractional entitlements to scrip shares, to relevant Shareholders. In response, the Chairman said Finance colleagues would look into this. If minority Shareholders were being disadvantaged, Management would use their best endeavors to handle it. [Post-Meeting note: According to the Company's Articles of Association approved by Shareholders, fractional entitlements to scrip

shares will be disregarded in dividend payment and the benefit thereof will accrue to the Company.]

Mr. Lau who had not identified whether he was a Shareholder, a proxy, or a representative of corporate shareholder said he supported, and considered necessary, the security arrangement today. He suggested the Company mention about this in their package of future AGM documents. Further and if it was not a heavy financial burden to the Company, he recommended the current flat fare promotion of HK\$2 per journey to the elderly to be on a Saturday/Sunday rather than on a workday. For cross border railway service, he suggested Management consider extending the service hours. The Chairman thanked Mr. Lau for his opinion.

The Chairman said he observed that even Shareholders amongst themselves had diverse views. He said the Company's decisions went through a detailed consideration of the interests of the Company, Shareholders and the public, hopefully to achieve a basically right and balanced outcome. He thanked all the Shareholders who expressed their views at this Meeting, and said that the Company would cautiously consider those views. He said one thing that he could promise Shareholders, was that the Company would continue to move forward from strength to strength.

With no further questions raised by Shareholders, 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 continued to formally propose the ordinary Resolution 2, namely the ordinary resolution to declare a final dividend for the year ended 31 December 2010 of HK\$0.45 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 Company's Articles of Association, Mr. Alasdair George Morrison, Mr. Edward Ho Sing-tin, Mr. Ng Leung-sing and Mr. Abraham Shek Lai-him retired individually from the office of Directors and, being eligible, offered themselves for election (for Mr. Morrison) and re-election (for Mr. Ho, Mr. Ng and Mr. Shek). The Chairman invited questions from Shareholders about Resolution 3.

Having no question from Shareholders, the Chairman proposed and conducted the poll on Resolution 3(a) that Mr. Alasdair George Morrison 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 then proposed and conducted the poll on Resolution 3(b) 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(b), the Chairman declared Resolution 3(b) carried.



The Chairman further proposed and conducted the poll on Resolution 3(c) that Mr. Ng Leung-sing 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), the Chairman declared Resolution 3(c) carried.

The Chairman further proposed and conducted the poll on Resolution 3(d) that Mr. Abraham Shek Lai-him 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 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."

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

The Chairman proposed Resolution 7, namely the ordinary resolution to authorise the Board of Directors to exercise the powers to allot, issue,

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

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 in accordance with the Listing Rules.

Conclusion There being no further business, the Chairman declared the Meeting closed at about 1:05 p.m.

(Signed by Dr. Raymond Ch’ien)

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Chairman