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MTR CORPORATION LIMITED

香港鐵路有限公司

(the 'Company')

(Incorporated in Hong Kong with limited liability)

(Stock Code: 66)

POLL RESULTS OF 2016 ANNUAL GENERAL MEETING AND CHANGES OF DIRECTORS AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Company announces that all the proposed resolutions as set out in the Notice of Annual General Meeting of the Company dated 14 April 2016 ('Notice of AGM') were duly passed as ordinary resolutions at the Company's 2016 Annual General Meeting held on 18 May 2016 ('2016 AGM').

With effect from the conclusion of the 2016 AGM,

- (a) Mr Edward Ho Sing-tin, who did not stand for re-election at the 2016 AGM, retired as an independent non-executive director of the Company ('INED'), the chairman of the Capital Works Committee and a member of the Remuneration Committee of the Company;
- (b) Mr Anthony Chow Wing-kin, who was elected as a new member of the board of directors of the Company ('Board') at the 2016 AGM, has become an INED, a member of the Capital Works Committee and the Remuneration Committee of the Company; and
- (c) Dr Allan Wong Chi-yun, who retired and was elected as a member of the Board at the 2016 AGM, has become the chairman of the Capital Works Committee of the Company.

At the 2016 AGM, a poll was demanded by the Chairman for voting on each of the proposed resolutions as set out in the Notice of AGM. The Company is pleased to announce the results of the poll, which are as follows:

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
1.	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 2015.	4,933,744,580 (99.9993%)	36,112 (0.0007%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
2.	To declare a final dividend for the year ended 31 December 2015.	4,933,755,185 (99.9989%)	55,184 (0.0011%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.(a)	To re-elect Mr Vincent Cheng Hoi-chuen as a member of the Board of Directors of the Company.	4,766,329,207 (96.6104%)	167,227,747 (3.3896%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.(b)	To elect Mr Lau Ping-cheung, Kaizer as a member of the Board of Directors of the Company.	4,930,033,162 (99.9298%)	3,462,511 (0.0702%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.(c)	To elect Dr Allan Wong Chi-yun as a member of the Board of Directors of the Company.	4,909,319,956 (99.5106%)	24,145,642 (0.4894%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
4.	To elect Mr Anthony Chow Wing-kin as a new member of the Board of Directors of the Company.	4,931,925,049 (99.9663%)	1,664,178 (0.0337%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
5.	To re-appoint KPMG as Auditors of the Company and authorise the Board of Directors to determine their remuneration.	4,917,400,614 (99.6681%)	16,375,615 (0.3319%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
6.	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 aggregate number of shares in issue at the date of this Resolution.#	4,633,942,875 (93.9244%)	299,750,259 (6.0756%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
7.	To grant a general mandate to the Board of Directors to purchase shares in the Company, not exceeding ten per cent. of the aggregate number of shares in issue at the date of this Resolution.#	4,933,151,041 (99.9895%)	520,120 (0.0105%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

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

Notes:

- (1) Number of shares entitling the holder to attend and vote on all the resolutions at the 2016 AGM : 5,877,601,236 shares.
- (2) Number of shares entitling the holder to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ('Listing Rules') at the 2016 AGM: Nil.
- (3) Number of shares of holders that are required under the Listing Rules to abstain from voting: Nil.
- (4) Computershare Hong Kong Investor Services Limited, the Company's share registrar, acted as the scrutineer.

Retirement of Director

The Company announces that Mr Edward Ho Sing-tin, after having served on the Board for more than 24 years, did not stand for re-election at the 2016 AGM and retired as an INED of the Company pursuant to Articles 91 and 92(a) of the Company's Articles of Association ('Articles') after the conclusion of the 2016 AGM. Following his retirement, with effect from the conclusion of the 2016 AGM, Mr Ho has ceased to be the chairman of the Capital Works Committee and a member of the Remuneration Committee of the Company.

Mr Ho has confirmed that he has no disagreement with the Board and that there are no other matters relating to his retirement that need to be brought to the attention of the holders of securities of the Company.

The Company would like to express its sincerest gratitude to Mr Ho for his valuable contributions and service to both the Board and the Company over the past years.

Election of New Member of the Board

The Company announces that Mr Anthony Chow Wing-kin was elected as a new member of the Board at the 2016 AGM and has become an INED of the Company.

Mr Chow (aged 65) is a solicitor admitted to practise in Hong Kong and England and Wales. He has been a practising solicitor in Hong Kong for over 34 years and is currently the Senior Consultant and Global Chairman of the law firm Messrs. Guantao & Chow Solicitors and Notaries. Mr Chow is a China Appointed Attesting Officer and an arbitrator of the South China International Economic and Trade Arbitration Commission/Shenzhen Court of International Arbitration. He is currently the deputy chairman of the board of stewards of The Hong Kong Jockey Club. Mr Chow is also an independent non-executive director of Fountain Set (Holdings) Limited, and a non-executive director of Kingmaker Footwear Holdings Limited and China City Construction Group Holdings Limited (formerly known as Chun Wo Development Holdings Limited). He was an independent non-executive director of The Link Management Limited (now known as Link Asset Management Limited, as manager of The Link Real Estate Investment Trust (now known as Link Real Estate Investment Trust)) from 22 May 2006 to 22 May 2015. Mr Chow was the president of The Law Society of Hong Kong from 1997 to 2000 and is the former chairman of the Process Review Panel for the Securities and Futures Commission of Hong Kong.

He was appointed a Justice of the Peace in 1998 and awarded the Silver Bauhinia Star medal in 2003.

Mr Chow has entered into a service contract with the Company for a term of 3 years commencing from the conclusion of the 2016 AGM (i.e. 18 May 2016), subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. He is entitled to an emolument of HK\$300,000 gross per annum as specified in his service contract and determined by the Board.

Unless otherwise disclosed above, as at the date of this announcement, Mr Chow has not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, does not hold any other position with the Company or its subsidiaries and is not related to any other Directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr Chow does not have any interest in and does not hold any short positions in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the 'SFO') as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

The Company has received written confirmation from Mr Chow on his independence in accordance with the Listing Rules.

In respect of Mr Chow's election, there is no other information which is discloseable pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to his election, other than as stated above, that needs to be brought to the attention of the holders of securities of the Company.

Changes in the Composition of Board Committees

The Company further announces that, following the abovementioned changes of members of the Board, Dr Allan Wong Chi-yun, an INED of the Company, has become the chairman of the Company's Capital Works Committee, and Mr Anthony Chow Wing-kin has become a member of the Company's Capital Works Committee and Remuneration Committee, all with effect from the conclusion of the 2016 AGM.

Upon the conclusion of the 2016 AGM, the composition of each of the Capital Works Committee and the Remuneration Committee of the Company is as follows:

Capital Works Committee

Dr Allan Wong Chi-yun (Chairman)
Dr Dorothy Chan Yuen Tak-fai
Anthony Chow Wing-kin
James Kwan Yuk-choi
Lau Ping-cheung, Kaizer
Abraham Shek Lai-him
Permanent Secretary for Development (Works)
(Hon Chi-keung)

Remuneration Committee

Dr Dorothy Chan Yuen Tak-fai (Chairman)
Professor Frederick Ma Si-hang
Vincent Cheng Hoi-chuen
Anthony Chow Wing-kin
Benjamin Tang Kwok-bun
Professor Chan Ka-keung, Ceajer
(Secretary for Financial Services and the Treasury)
Secretary for Transport and Housing
(Professor Anthony Cheung Bing-leung)

By Order of the Board
Gillian Elizabeth Meller
Company Secretary

Hong Kong, 18 May 2016

As at the date of this announcement:

Members of the Board: Professor Frederick Ma Si-hang (*Chairman*)**, Lincoln Leong Kwok-kuen (*Chief Executive Officer*), Pamela Chan Wong Shui*, Dr Dorothy Chan Yuen Tak-fai*, Vincent Cheng Hoi-chuen*, Anthony Chow Wing-kin*, Dr Eddy Fong Ching*, James Kwan Yuk-choi*, Lau Ping-cheung, Kaizer*, Lucia Li Li Ka-lai*, Alasdair George Morrison*, Ng Leung-sing*, Abraham Shek Lai-him*, Benjamin Tang Kwok-bun*, Dr Allan Wong Chi-yun*, Professor Chan Ka-keung, Ceajer (Secretary for Financial Services and the Treasury)**, Secretary for Transport and Housing (Professor Anthony Cheung Bing-leung)**, Permanent Secretary for Development (Works) (Hon Chi-keung)** and Commissioner for Transport (Ingrid Yeung Ho Poi-yan)**

Members of the Executive Directorate: Lincoln Leong Kwok-kuen, Jacob Kam Chak-pui, Morris Cheung Siu-wa, Peter Ronald Ewen, Adi Lau Tin-shing, Stephen Law Cheuk-kin, Gillian Elizabeth Meller, Linda So Ka-pik, David Tang Chi-fai, Philco Wong Nai-keung and Jeny Yeung Mei-chun

* *independent non-executive Director*

** *non-executive Director*

This announcement is made in English and Chinese. In case of any inconsistency, the English version shall prevail.