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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 RESULT OF THE GENERAL MEETING HELD ON 1 FEBRUARY 2016 AND RESUMPTION OF TRADING

POLL RESULT OF THE GENERAL MEETING

The Board is pleased to announce that the ordinary resolution which was proposed at the General Meeting held on 1 February 2016 to, among other things, approve, confirm and ratify the terms of the XRL Agreement and the conditional Special Dividend was duly passed.

RESUMPTION OF TRADING

At the request of the Company, trading on the Stock Exchange in the Company's shares (stock code: 66) and the Company's listed debt securities (stock codes: 4541, 5958 and 6025) was halted from 9:00 a.m. on 1 February 2016 pending the release of this announcement. An application has been made by the Company for the resumption of trading with effect from 9:00 a.m. on 2 February 2016.

CAUTIONARY NOTE

As completion of the XRL Agreement is still subject to the obtaining of approval of the Legislative Council for Government's additional funding obligations within the agreed timeframe, the arrangements contained in the XRL Agreement, including the payment of the Special Dividend, may or may not be implemented. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

INSIDE INFORMATION

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the circular of the Company dated 7 January 2016 (the 'Circular'). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Circular.

POLL RESULT OF THE GENERAL MEETING

The Board is pleased to announce that the Resolution which was proposed at the General Meeting held on 1 February 2016 to, among other things, approve, confirm and ratify the terms of the XRL Agreement and the conditional Special Dividend was duly passed by the Independent Shareholders by way of poll. The poll result in respect of the Resolution is as follows:

Ordinary Resolution	Number of Votes (%)	
	For	Against
That for the purposes of implementing the XRL Arrangements, the XRL Agreement be and is hereby approved, confirmed and ratified; the Special Dividend be and is hereby declared and shall be payable, following satisfaction of the conditions contained in the XRL Agreement, in the manner and on the dates determined by the Board; and that the Chief Executive Officer of the Company or any two members of the Board or any two members of the Executive Directorate of the Company be and is/are hereby authorised to do all such further acts and things, agree such amendments or modifications and execute such further documents and deeds (and if necessary apply the common seal of the Company thereto) and take all steps which in his/her opinion may be necessary, desirable and expedient to implement and/or give effect to the terms of the XRL Agreement and the XRL Arrangements and the transactions contemplated thereunder.	474,412,166 (99.8308%)	803,902 (0.1692%)

Notes:

- (1) As at the date of the General Meeting, there were a total of 5,859,049,236 Shares in issue.
- (2) The FSI and Government (and their Close Associates and Associates) and the Exchange Fund who were together interested in 4,469,819,394 Shares as at the date of the General Meeting (representing 76.29% of the issued Shares) were required to, and abstained from, voting with respect to the Resolution at the General Meeting. Apart from the FSI, Government, their Close Associates and Associates and the Exchange Fund, the Company is not aware of any other Shareholder that was required to abstain from voting on the Resolution.
- (3) There were 1,389,229,842 Shares entitling the Independent Shareholders to attend and vote on the Resolution at the General Meeting.
- (4) There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the General Meeting as set out in Rule 13.40 of the Listing Rules.
- (5) Computershare Hong Kong Investor Services Limited, the Company's registrar, acted as scrutineer for vote-taking at the General Meeting.

RESUMPTION OF TRADING

At the request of the Company, trading on the Stock Exchange in the Listed Securities was halted from 9:00 a.m. on 1 February 2016 pending the release of this announcement. An application has been made by the Company for the resumption of trading in the Listed Securities on the Stock Exchange with effect from 9:00 a.m. on 2 February 2016.

CAUTIONARY NOTE

As completion of the XRL Agreement is still subject to the obtaining of approval of the Legislative Council for Government's additional funding obligations within the agreed timeframe, the arrangements contained in the XRL Agreement, including the payment of the Special Dividend, may or may not be implemented. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

INSIDE INFORMATION

This announcement is made pursuant to Rule 13.09(2) of the Listing Rules and the provisions under Part XIVA of the SFO.

By Order of the Board
Gillian Elizabeth Meller
Company Secretary

Hong Kong, 1 February 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*, Dr. Eddy Fong Ching*, Edward Ho Sing-tin*, 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, Morris Cheung Siu-wa, Jacob Kam Chak-pui, 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.