

MTR Corporation Limited 香港鐵路有限公司

Minutes of the 22nd Annual General Meeting (the “**Meeting**”) of MTR Corporation Limited 香港鐵路有限公司 (the “**Company**”) held at Rotunda 3 (6/F), Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Wednesday, 25 May 2022 at 11:30 a.m.

Present

Shareholders’ attendance list was compiled by Computershare Hong Kong Investor Services Limited (“**Computershare**”), the Company’s Share Registrar.

Dr Rex Auyeung Pak-kuen (Chairman of the Board and Chairman of the Environmental & Social Responsibility Committee), Mr Andrew Clifford Winawer Brandler (Board Member and Chairman of the Finance & Investment Committee), Dr Dorothy Chan Yuen Tak-fai (Board Member and Chairlady of the Remuneration Committee), Dr Pamela Chan Wong Shui (Board Member and Chairlady of the Nominations Committee), Mr Cheng Yan-kee (Board Member and Chairman of the Capital Works Committee), and Dr Eddy Fong Ching (Board Member and Chairman of the Audit & Risk Committee).

Other Members of the Board present: Mr Maurice Loo Kam-wah (Alternate Director to Mr Christopher Hui Ching-yu), Dr Jacob Kam Chak-pui (Board Member, Chief Executive Officer and a Member of the Executive Directorate), Dr Bunny Chan Chung-bun*, Mr Walter Chan Kar-lok*, Mr Hui Siu-wai*, Dr Rose Lee Wai-mun*, Mr Jimmy Ng Wing-ka*, Mr Benjamin Tang Kwok-bun*, Mr Adrian Wong Koon-man* and Mr Johannes Zhou Yuan*.

Other Members of the Executive Directorate present: Mr Roger Francis Bayliss (Capital Works Director), Ms Margaret Cheng Wai-ching* (Human Resources Director), Ms Linda Choy

Siu-min (Corporate Affairs and Branding Director), Mr Herbert Hui Leung-wah (Finance Director), Dr Tony Lee Kar-yun (Operations Director), Ms Gillian Elizabeth Meller (Legal and Governance Director) and Mr David Tang Chi-fai (Property and International Business Director).

* via Zoom

In Attendance

Mr Andrew Weir and Mr Roy Leung (representatives of KPMG – the Company's External Auditors);

Mr Richard Houngh (representative of Computershare); and

Mr Peter Brien, Mr Jason Webber and Mr Kevin Tso (representatives of Slaughter & May – the Company's External Legal Advisers).

Facilitator

Ms Linda Choy welcomed everyone to the Meeting. She highlighted that this was the first time the Company had held a hybrid Meeting, allowing shareholders to participate in the Meeting online in addition to attending physically. She noted that shareholders, proxies or representatives of corporate shareholders could use their mobile phone, tablet or computer to view the live webcast of the Meeting and cast their votes using the online platform. She also noted that all shareholders attending the Meeting in person or online would be counted towards the quorum of the Meeting.

Ms Choy explained that, in order to comply with Government's regulations on group gatherings and to maintain social distancing, the number of shareholders attending the Meeting had been limited. The Board Chairman, the chairperson of each Board Committee, the Chief Executive Officer and a majority of the Members of the Executive Directorate were present in the Meeting hall, while other Members of the Board

and the Executive Directorate had joined the Meeting online.

Ms Choy then informed attendees of the following:

1. Recognizing that the Annual General Meeting was an important occasion for shareholders to meet and ask questions of the Board and management team, the Company had made every effort to provide shareholders with an opportunity to ask questions and to vote while, at the same time, being mindful of the need to protect the health and safety of shareholders in light of the COVID-19 pandemic.

Shareholders present at the Meeting (the “Shareholders”), before entering into the Meeting hall, should have already undergone certain health verification procedures including scanning the “LeaveHomeSafe” QR Code and submitting a health declaration form.

In addition to the above, the Company had implemented a few other measures including requesting all attendees to wear a mask throughout the Meeting and requesting all Shareholders to remain in their assigned seats throughout the Meeting to ensure social distancing and to enable contact tracing if required. As mentioned in the Circular of the Meeting, there would be no distribution of refreshment packs or provision of coffee or tea at the Meeting. The amount of money saved by not purchasing refreshment packs would be donated to Gingko House, a non-profit making organisation;

2. the Chairman would deliver his statement in Cantonese and the Meeting would also be conducted in Cantonese. There would be

simultaneous translation into Putonghua and English throughout the Meeting. If any part of the Meeting was conducted in English, there would also be simultaneous translation into Cantonese and Putonghua. Shareholders present at the Meeting could collect an interpretation earphone from the Earphone Counter at the entrance of the Meeting hall while shareholders joining the Meeting online could select their preferred language from the broadcast screen. The Company was committed to making available meeting facilities to enable all eligible attendees to be able to participate in the Meeting. Same as in past years, there would be simultaneous sign language interpretation throughout the Meeting and it would be shown on the screen in the Meeting hall;

3. as mentioned in the Company's letter to shareholders dated 14 April 2022, shareholders had been required to submit their questions to the Company in writing by 12:00 noon on 19 May 2022. After the Chairman delivered his statement, he would endeavour to answer as many relevant questions as possible at the Meeting within the allocated time of about 15 minutes. Thereafter, the resolutions of the Meeting would be proposed. For questions which could not be dealt with at the Meeting due to time limitation, the Company would address them afterwards as appropriate;
4. to facilitate those shareholders who could not join the Meeting, the Meeting would be video recorded and the webcast would be made available on the Company's website within the following 24 hours; and
5. Shareholders were reminded to follow the instructions contained in the "Fire Evacuation Safety Instructions" (which could be found

inside the environmental bag distributed to Shareholders earlier at the Meeting) in case of emergency or fire evacuation or to approach the Company's staff who were wearing a blue Work Pass for assistance.

After explaining other housekeeping matters, Ms Choy then invited the Chairman to address the Meeting.

Chairman's Opening
Remarks

The Chairman welcomed Shareholders to the Meeting and noted that, as a result of the amendments to the Company's Articles of Association approved by shareholders at last year's annual general meeting, the Company was able to hold the Meeting in hybrid format for the first time, such that shareholders could join the Meeting either physically or via the online platform.

The Chairman noted that, apart from reviewing the Company's financial and business performance over the past year, he would also share with Shareholders the Company's business outlook and its new vision and plans from an "Environmental, Social and Governance ("**ESG**")" perspective.

The Chairman also noted that he had invited representatives from KPMG and Slaughter and May, the Company's External Auditors and Legal Advisers respectively, as well as other relevant persons to attend the Meeting.

Notice

As there was a quorum present, the Chairman declared the Meeting open.

Chairman's
Statement

Before dealing with the proposed resolutions of the Meeting, the Chairman thanked Dr Anthony Chow, Dr Eddy Fong and Mr Benjamin Tang,

who would retire from the Board after the conclusion of the Meeting, for their contributions over the past years.

The Chairman noted that, as part of succession planning for the Company's Board of Directors, resolutions for the election of two new Board Members would be proposed at the Meeting.

The Chairman then shared with Shareholders an overview of the Company's business performance in the last year.

The Chairman noted that the Company had published its 2021 annual results in March 2022 and 2021 had again been a challenging year under the prolonged global pandemic. With a slight easing of the pandemic in 2021, the Company's businesses in Hong Kong, the Mainland of China and other parts of the world had also shown signs of recovery, leading to improved overall results compared to 2020 with a net profit recorded for 2021. He added that, although there were signs that the fifth wave of the pandemic which had erupted in early 2022 was easing, it had already brought an adverse impact on the Group's business performance for the first four months of 2022.

The Chairman then looked back at 2021 and reminded Shareholders that, given that pandemic-related border closures and travel restrictions to Hong Kong had remained in effect throughout the year, as well as the tightening of social distancing measures in the first half of 2021, the Company's fare and rental revenue and Duty-Free business had continued to be adversely affected by the abovementioned anti-pandemic measures. However, with the relaxation of social distancing measures, the Group's business had improved in the second half of 2021. Nonetheless, the Company had still recorded a loss of HK\$4.26 billion before

interest and taxation from its Hong Kong transport operations business. However, the performance of the Group's property development business had been satisfactory and, after taking into account the Group's recurrent businesses, the property development businesses and fair value measurement of the Group's investment properties, a net profit attributable to shareholders of HK\$9.55 billion for the full year of 2021 had been recorded, compared to a net loss of HK\$4.8 billion for the full year of 2020. Having considered the Company's overall financial position and future funding needs, the Board had proposed a final ordinary dividend for the year ended 31 December 2021 of HK\$1.02 per share and a resolution would be proposed later at the Meeting for Shareholders' approval. If the said resolution was passed by Shareholders, this would bring the total dividend for the full year of 2021 to HK\$1.27 per share, representing an increase of 3.3% over 2020.

The Chairman then shared with Shareholders the events relating to the Company which might have drawn the attention of the community.

The Chairman noted that, during critical moments when the pandemic was severe, externally, the Company had rolled out a range of support measures to help ride out the challenges with the community in Hong Kong. Retailers, especially small and medium-sized enterprises, had been significantly affected by the pandemic. The Company had been closely monitoring the impact of Government's measures on these tenants and had provided rental relief to them in the 14 shopping malls of the Company and all stations in a timely manner, including the provision of rental relief during the period where the affected tenants were forced to close their shops to comply with the relevant regulations. The amount of rental relief that the

Company had provided since the outbreak of the pandemic in 2020 amounted to several billion dollars. The Chairman appreciated that it was the Company's belief that these relevant measures had not only relieved the difficulties of these tenants, who were the Company's key stakeholders during the most difficult time of the pandemic, but had also helped to support social and economic sustainability and employment to a considerable extent.

The Chairman also noted that, given MTR was the backbone of Hong Kong's transportation network, the Company had mobilized resources quickly to support the community in fighting against the pandemic. He named a few examples at the Meeting: firstly, at the end of February 2022, in response to the need to transport daily necessity goods from the Mainland of China to Hong Kong, the MTR team had re-activated the Lo Wu marshalling yard within a short period of time and had formally provided cross-boundary freight services by rail since 2nd March for transporting daily necessities to the citizens of Hong Kong. Secondly, the Company had leveraged the connection between the railway network and the community to support community vaccinations and COVID-19 testing efforts, including setting up a community vaccination centre at Tsing Yi Station and distributing COVID-19 sample test kits at stations for the convenience of the public.

The Chairman noted that, to support healthcare workers who travelled to and from Lantau medical and community treatment facilities to take care of patients infected with COVID-19, the Company had offered free Airport Express tickets to said healthcare workers via the Hospital Authority. The Company had also worked with charitable organizations to provide food and daily necessities to vulnerable groups affected by the pandemic and had donated

COVID-19 rapid test kits and masks through community organizations. He added that the Company had also invited celebrities to deliver positive messages through MTR station broadcasts and had jointly worked with New Life Psychiatric Rehabilitation Association in the “dayday330” campaign to display caring messages on how to maintain mental health during the pandemic on the Company’s advertising light boxes inside shopping malls and stations.

The Chairman continued that, internally, various initiatives had been implemented to help the Company’s staff to cope with the challenges during the pandemic, including the provision of personal protective equipment, special work arrangements, COVID-19 vaccination outreach services for staff and their dependents in collaboration with Government and provision of online doctor consultation services for staff. In addition, the Company had set up a “Pandemic Caring Team” with over 300 colleagues volunteering to deliver anti-pandemic supplies and medication to infected colleagues and their families and to support anti-pandemic efforts in the community.

With a view to “Keep Cities Moving”, the Chairman highlighted that the Company had been adjusting its train service in response to the rapidly evolving COVID situation, taking into account the health, safety and manpower availability of its staff.

On the fare adjustment front, the Chairman noted that, in March 2022, the Company had announced that no fare adjustment would be implemented for year 2022/23, which was the third consecutive year that the Fare Adjustment Mechanism had resulted in no fare increase while, in effect, there had been a 1.85% fare reduction in 2021. At the same time, to stand

together with the public in facing the pandemic, the Company had previously announced that the special 3.8% fare rebate would be further extended till 1 January 2023. In line with the Company's ESG objectives to support social inclusion, the Company would continue to offer over HK\$2.2 billion-worth of on-going fare concessions to the elderly, children, eligible students and the disabled. In total, the Company would bear a sum of HK\$2.8 billion for all fare concessions and promotions in the coming year.

The Chairman then shared with Shareholders the Corporate Strategy of the Company and the progress achieved by its various businesses in the past year. He reported that, during 2021, the Company had continued to implement the Transformation Strategy which charted the way toward mutually beneficial and sustainable growth for both the Company and the communities it served. He noted that the Company's Corporate Strategy set out how the Company was integrating robust ESG principles with the three business pillars (namely, the Company's core Hong Kong Businesses, Mainland China and International Businesses and New Growth Engine). In addition, the Company had made progress on the integration of a new management organisation, which had helped to strengthen the Company's "three lines of defence". Through the establishment of a new assurance management function, the strengthened "second line of defence" would provide the best assurance for the management in key risks areas and help ensure that the risks were properly understood by the business units and that effective controls were in place.

Turning to Hong Kong Transport Services, the Chairman noted that, although the performance of the Company's Hong Kong transport operations had improved in 2021 as compared to 2020, the Company had recorded a loss of

HK\$4.26 billion before interest and taxation during the year.

The Chairman emphasized that, despite the adverse factors mentioned above, the Company continued to achieve its mission to “Keep Cities Moving”, as evidenced by the service commencement of the full Tuen Ma Line connecting many more communities together, which was one of the major milestones achieved by the Company in 2021.

The Chairman reported that, in terms of asset replacement, ten new light rail vehicles and two urban lines new trains had been delivered to Hong Kong in 2021 and would be put into service in phases, and the urban lines new fleet would also be put into service in stages over the next few years starting in 2022. Furthermore, the chiller replacement work at stations and depots was in progress and the target was to complete the first batch of replacements (of around 160 chillers) by 2023, which would bring more comfort to passengers and bring about energy savings of 15,000 tonnes of carbon emissions per year. This was a huge step forward towards the Company’s objective of achieving carbon neutrality.

In respect of signalling system replacement works, the Chairman noted that the works to replace the signalling hardware along the urban lines railway tracks had continued to progress despite the challenges encountered in terms of progress and cost due to the technical complexities involved and the pandemic situation.

On the train service performance front, the Chairman was pleased to report that the Company had once again achieved world class 99.9% passenger journeys on-time and train service delivery for the Heavy Rail train network

in 2021. He assured Shareholders that the Company would do everything to continue to operate world class safety and reliable train services.

As far as the Company's Hong Kong Station Commercial Business was concerned, the Chairman noted that it had been affected by the pandemic and, despite the fact that advertising revenue had improved during the year, there was still a slight decline in the overall performance in 2021 compared to 2020. It was expected that the negative impact of the pandemic on station shop tenants and rental income would continue in 2022.

On top of that, the Chairman reported that the profit before interest and taxation from the Company's Hong Kong property leasing and management businesses had decreased by 3.3% to HK\$4.05 billion. The decrease had been mainly due to rental concessions and rental reversions on renewals and new lets. Nonetheless, the adverse impact brought by the pandemic had been partially offset by the full-year contributions from the new shopping malls.

On property development, the Chairman was glad to report that the Company's property development business had achieved satisfactory performance in 2021 and had recorded an after-taxation profit of HK\$9.34 billion.

The Chairman noted that the Company had awarded THE SOUTHSIDE Package 5 and Package 6 in 2021 which would add over a thousand new residential units to the market and the Pak Shing Kok Ventilation Building development project in April 2022. Coming up, subject to the signing of the relevant project agreements with Government and passing of the land grant processes, the Company looked

forward to the tender of Siu Ho Wan Depot Topside Property Development Package 1, as well as the Tung Chung Traction Substation site and the Tung Chung East Station Package 1 site. The abovementioned projects would offer a total of over 4,000 residential units.

The Chairman noted that, in addition to the above and save for the Kam Sheung Road Station Package 1 property development which had been pre-sold, the Company aimed at launching LOHAS Park Package 11, THE SOUTHSIDE Package 4 and Ho Man Tin Station Package 2 for pre-sales in 2022.

The Chairman emphasized that the Company's "Rail plus Property" model had been well-proven and did not only provide funding for the development of the mass transit railway system, but also ensured that funding was available for the maintenance, upkeep and renewal of the railway facilities. He noted that the Company would continue to explore potential development sites along the new railway projects such as the Tuen Mun South Extension, Kwu Tung Station, the Northern Link, and Hung Shui Kiu Station.

Turning to the Company's railway projects, the Chairman was pleased to report that the cross-harbour extension of the East Rail Line had successfully commenced service in mid-May 2022 and good progress had also been made on other new railway projects under the Railway Development Strategy 2014. The latter included the Tung Chung Line Extension and the Tuen Mun South Extension (i.e. the future Tuen Ma Line Extension) which had been gazetted under the Railway Ordinance in December 2021 and January 2022 respectively. The Company was currently in discussion with Government regarding the design and terms of agreement of the above railway projects.

Additionally, the Chairman noted that, the Northern Metropolis Development Strategy, announced by the HKSAR Chief Executive in her Policy Address in 2021, would be instrumental to Hong Kong's urban development and its economic integration with the Greater Bay Area. The Company would continue to support Government and contribute its expertise in railway construction and operations.

The Chairman then moved to the Company's Mainland China and International Businesses. He appreciated that the Company had been proactively exploring opportunities to develop its operations in the Mainland of China and international markets, which enabled the Company to connect communities around the world with environmentally friendly mass transit services, while diversifying its revenue and building the MTR brand on a global scale. Currently, the Company was operating railway services in four countries and serving a total of 1,700 million passengers in 2021.

The Chairman noted that, in the Mainland of China, the Company had participated in a number of new railway projects which would begin generating revenue for the Company in the near term. These included the final section of Beijing Metro Line 14 and the initial section of Beijing Metro Line 17, both of which had opened in the end of 2021. The Chairman further noted that, in Hangzhou, the land use right for a Transit-Oriented development ("**TOD**") site to the south of Hangzhou West Station had been secured, in partnership with its joint venture partners in March 2021, which would be a mixed-use property development comprising serviced apartment, office, retail and hotel components. Going forward, the Company would continue to explore opportunities for cooperation to build transport infrastructure and property, as well as TOD and community

projects in the Greater Bay Area.

The Chairman advised that, in Macau, the Light Rapid Transit Taipa Line, which had its service suspended due to cable replacement work by the contractor some time ago, had resumed service. In Sweden, in December 2021, the Company had taken over the operation of the Mälartåg regional traffic service which connected Stockholm with other major towns. In Australia, despite the continuous lockdown and anti-pandemic requirements, the metropolitan rail network in Melbourne and the Metro North West Line in Sydney, operated by the Company, had achieved stable service performance in 2021. The Company had continued to make progress on the Sydney Metro City and Southwest project during the year, despite the severe impact of the pandemic on construction and supply chain activities.

On business outlook, the Chairman noted that, although the fifth wave of COVID-19 had eased since mid-April 2022, and many business activities and face-to-face classes had gradually returned to a more normal situation, the development of the pandemic still remained highly uncertain and the Group's business performance in the first four months of 2022 had been adversely affected. Nonetheless, the Company remained positive and optimistic about the future of Hong Kong and the Company was steadfast regarding its mission to "keep cities moving" that people had come to expect from MTR.

The Chairman noted that, in the coming years, the Company expected to make further progress on the projects under the Railway Development Strategy 2014 and on the abovementioned property development projects. All of these forward-looking initiatives would play a critical role in driving Hong Kong's future economic

development.

The Chairman added that, outside Hong Kong, the Company would continue to explore railway and TOD business opportunities in the Mainland of China and would also continue to expand the Company's footprint internationally.

The Chairman then moved on to the subject of the Company's Corporate Strategy and reported that the Company would invest resources in its "New Growth Engine" pillar for sustaining new growth in railway technologies, smart services and mobility. He also reported that the Company planned to incorporate digital technology in its new property development projects with the aim of building a smarter city and promoting low-carbon, environmental protection and energy saving.

The Chairman noted that the Company was also planning to invest over HK\$100 billion on its new railway projects and the Siu Ho Wan Depot Topside Development, together with further investments in asset upgrades and technology applications across the businesses to enhance the customer experience.

From the ESG perspective, the Chairman noted that the management organisation of the Company had been enhanced to deepen accountability and collaboration, as well as to strengthen the "three lines of defence". Clear ESG objectives had also been embedded into the Company's operations to create value for all of its stakeholders. He elaborated that the Company's Corporate Strategy had set out three primary social and environmental objectives: reducing greenhouse gas emissions, promoting social inclusion and fostering advancement and development opportunities.

The Chairman highlighted that, (a) in 2021,

HK\$4.8 billion in green finance had been arranged to support projects that could conserve energy, protect the environment and enhance and expand low-carbon railway services. Recently, the Company had also completed a comprehensive carbon reduction study which would help the Company set science-based reduction targets for its railway and property businesses in Hong Kong for 2030, with the aim of achieving carbon neutrality by 2050; (b) the Company remained firmly committed to social inclusion through three lenses: the provision of a safe, accessible and affordable public transport system for all; eliminating bias and enhancing the diversity and inclusion of the Company's workforce and ensuring that the underprivileged and underserved parts of the population could access their fair share of opportunities; and (c) while the Company would continue to invest in new railway projects, the Company aspired to contribute to social mobility and advancement by creating opportunities for its staff, its suppliers and its business partners, as well as the Hong Kong innovation ecosystem.

On the corporate governance side, the Chairman updated Shareholders that, in order to further strengthen its governance and effectiveness, the Board had established a new Finance & Investment Committee and Technology Advisory Panel in February 2022; the former Audit Committee and Risk Committee had been merged to become the existing Audit & Risk Committee and the functions of the former Corporate Responsibility Committee had been expanded and the said Committee had been renamed as the Environmental & Social Responsibility Committee. Furthermore, recognizing the importance of Board Diversity, the Board had decided that the level of female Board Members should not be less than 20% and the target was to attain 25% by 2025 or before.

Before closing, the Chairman assured Shareholders that the Company would resolutely stand by its commitment to serve Hong Kong's citizens during the pandemic. He appreciated the team's spirit of caring for each other and working together to keep the city moving during the challenging times of the pandemic, which had lasted for more than two years. He took the opportunity to thank the more than 50,000 MTR staff worldwide and emphasized that he was confident that the MTR team would consistently deliver world-class services to its customers, despite the new challenges being faced.

The Chairman then thanked each Member of the Board and the Management for their support and contribution to the Company. He also expressed his greatest gratitude to Shareholders for their long-term support to the Company over the years and wished everyone good health and a happy life.

Voting Procedures

The Chairman suggested to proceed to the formal business of the Meeting.

The Chairman proposed and, with permission from Shareholders, that the Notice convening the Meeting, which had been distributed to Shareholders, was taken as read.

Before considering the resolutions, the Chairman exercised his right as the Chairman of the Meeting under Article 71 of the Company's Articles of Association (the "**Articles**") to demand a poll on each resolution to be proposed at the Meeting. He also exercised his right as the Chairman of the Meeting under Article 72 of the Articles to decide that both electronic voting and online voting systems be used to conduct the poll on each resolution to be proposed at the

Meeting.

The Chairman noted that the voting platform would be open to all shareholders, proxies and corporate representatives (whether attending in person or online) to cast their votes on all resolutions until such time as he declared the poll closed. He reminded Shareholders to cast their votes on the resolutions proposed in the Notice of this Meeting at this moment.

The Chairman said that, as before, Computershare had been appointed as the scrutineers to certify the results of the poll. As both electronic voting and online voting systems would be used, the results were expected to be available before the end of the Meeting and would be displayed on the screen in the Meeting hall. The results of the poll would also be published on the websites of the Company and The Stock Exchange of Hong Kong Limited (“**HKSE**”) in accordance with the Rules Governing the Listing of Securities on the HKSE (the “**Listing Rules**”).

Mr Richard HOUNG, the representative of the scrutineers, then explained the onsite voting procedures and the online voting procedures respectively.

Facilitator

Ms Choy thanked Mr HOUNG and noted that, before dealing with the resolutions set out in the Notice of the Meeting, about 15 minutes would be allocated to answer some of the questions received from shareholders before the Meeting.

Ms Choy reminded that the Questions and Answers session would be conducted in Cantonese with simultaneous translation into Putonghua and English and, if answers in English were given, there would be simultaneous translation into Cantonese and Putonghua.

She then read out the questions/comments received from the following shareholders/proxies as below:

Questions/comments received from shareholders/proxies (1) Question received from **Tam Ka Hei Kevin**: he asked about the future market growth of the Company's business overseas and in China.

The Chairman thanked the shareholder for the question and noted that the Company's Mainland China & International Business was part of the three strategic pillars in the Company's Corporate Strategy introduced in 2020 and the Company would continue to maintain a steady growth in this area.

The Chairman then invited Dr Jacob Kam and Mr David Tang to further supplement.

Dr Kam shared that, in Mainland China, the full Beijing Metro Line 14 and the initial section of Beijing Metro Line 17 had commenced service in December 2021 and would have a full-year contribution to the Company in 2022. In terms of new projects, the construction work for Shenzhen Metro Line 13 had continued with several major contracts procured.

On the Company's overseas business front, Mr Tang shared that the Company had taken over the operations of the Mälartåg regional traffic in Sweden in December 2021, which would also have a full-year contribution in 2022. The Elizabeth line in London, for which the Company was the operator on behalf of Transport for London, had commenced service on 24 May 2022, the day immediately before the Meeting. He noted that, going forward, the Company

would continue to explore railway and TOD, as well as other growth opportunities.

- (2) Questions received from **Kwok Leung Yau:** he asked whether the Company had applied for HKSAR Government's "2022 Employment Support Scheme", whether the Company had any plan to spin-off its non-railway (non-core) business for listing, whether there were any plans to restructure its manpower and streamline its relevant processes to maintain the Company's competitiveness.

The Chairman invited Mr Herbert Hui to answer.

Mr Hui thanked the shareholder for the question and replied that the Company was not eligible to apply for Government's "2022 Employment Support Scheme". He highlighted that the "Rail Plus Property" model was a unique development model of MTR, which had been proven to be effective for the past 40 years. The diversified business model of MTR had allowed the Company to maintain its competitiveness when facing the challenges during the COVID-19 pandemic. Having said that, Management would keep reviewing the Company's business portfolio to ensure the long-term sustainability of the Company.

Mr Hui added that the Company was very conscious of the importance of maintaining its competitiveness through continuing to provide high quality services to citizens and improving operational efficiencies. In that light, the Company would keep on reviewing its manpower arrangement from time to time to suit business needs.

- (3) Questions from **Li Chun Kit Eric**: he asked (a) if the shareholding interests of Board Members in other listed companies should be disclosed as part of Board Members' personal information on the MTR website; (b) the mechanism of updating Board Members' personal information on the MTR website; and (c) the performance of a staff at Kowloon Tong Station.

The Chairman responded that there was no requirement under the Hong Kong Listing Rules for the Company's Board Members to disclose their shareholding interests in other listed companies on the Company's website nor in any of the Company's corporate documents. He understood that Board Members' personal information or biographical details that were required to be disclosed on the Stock Exchange's or on MTR's website were updated in a timely manner in accordance with the Listing Rules.

The Chairman then invited Dr Tony Lee to answer the question relating to the performance of a staff at Kowloon Tong Station.

Dr Lee responded that the Company had kept on providing appropriate training and support to its front-line staff and reminding them to stay vigilant of their communication and interaction with passengers to ensure a comfortable and safe environment be provided to passengers. In addition to that, the Company had an effective mechanism to evaluate the performance of staff.

- (4) Question from **Tong Ka Yue**: he enquired whether the Company had any plan to introduce quiet cars for all the trains.

As directed by the Chairman, Dr Lee responded that MTR was dedicated to providing a safe and comfortable travel environment for its passengers. He noted that, currently, there was at least one quiet car on each of the trains with “In-train TV broadcast” and passengers could choose their preferred train car. At the same time, the team had kept on reviewing the volume level of the “In-train TV broadcast” with the aim of striking a balance between the needs of different passengers. Nonetheless, the comment made by the Shareholder would be put on record for future reference.

- (5) Question from **Cheung Yee Hong**: he asked whether the Company would get penalized for passengers failing to comply with the 1.5-metre social distance requirement at station platforms.

The Chairman invited Dr Lee to answer.

Dr Lee responded that gatherings for the purposes of or related to transportation were exempt from the requirements of the relevant social distancing laws and regulations. Therefore, the relevant requirements were not applicable to the transport services provided by MTR.

Facilitator

Ms Choy noted that the time for Questions and Answers was up and, for questions which had not been dealt with at the Meeting, the Company would address them afterwards as appropriate.

Voting Procedures

The Chairman thanked Ms Choy and noted that all Directors of the Company recommended Shareholders to vote in favour of each of the proposed resolutions set out in the Notice of the Meeting. He explained that Shareholders could

cast their votes on all resolutions or change their voting options until such time as he declared the closure of the poll. He reminded attendees that, after he had declared the poll closed, Shareholders would no longer be able to change their voting options.

Audited Statement of Accounts and Report of the Directors The audited Statement of Accounts and the Report of the Directors of the Company for the year ended 31 December 2021 were taken as read with the permission from Shareholders.

The Chairman proposed Resolution 1, namely, the ordinary resolution to receive the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2021.

Final Dividend The Chairman continued to propose Resolution 2, namely, the ordinary resolution to declare a final dividend for the year ended 31 December 2021 of HK\$1.02 per ordinary share, as recommended by the Board of Directors.

Re-election of Retiring Directors In accordance with the Articles, the Chairman noted that he himself (Dr Rex Auyeung Pak-kuen), Dr Jacob Kam Chak-pui, Mr Walter Chan Kar-lok, Mr Cheng Yan-kee and Mr Jimmy Ng Wing-ka retired individually from the office of Director and, being eligible, offered themselves for re-election at the Meeting.

Dr Pamela Chan proposed Resolution 3(a), namely, the ordinary resolution to re-elect Dr Rex Auyeung Pak-kuen as a Member of the Board of Directors of the Company.

The Chairman proposed Resolution 3(b), namely, the ordinary resolution to re-elect Dr

Jacob Kam Chak-pui as a Member of the Board of Directors of the Company.

The Chairman then proposed Resolution 3(c), namely, the ordinary resolution to re-elect Mr Walter Chan Kar-lok as a Member of the Board of Directors of the Company.

The Chairman continued to propose Resolution 3(d), namely, the ordinary resolution to re-elect Mr Cheng Yan-kee as a Member of the Board of Directors of the Company.

The Chairman also proposed Resolution 3(e), namely, the ordinary resolution to re-elect Mr Jimmy Ng Wing-ka as a Member of the Board of Directors of the Company.

Election of New Directors

The Chairman proposed Resolution 4, namely, the ordinary resolution to elect Mr Sunny Lee Wai-kwong as a new Member of the Board of Directors of the Company. The Chairman advised that Mr Lee's biographical details had been disclosed in the Company's Circular for the Meeting.

The Chairman noted that Mr Lee had been invited to join the Meeting online where shareholders could see him on the screen of the Meeting hall and online.

The Chairman then proposed Resolution 5, namely, the ordinary resolution to elect Mr Carlson Tong as a new Member of the Board of Directors of the Company.

The Chairman noted that Mr Tong was currently overseas and was unable to attend the Meeting, but his biographical details had been included in the Company's Circular of the Meeting.

Auditors

The Chairman proposed Resolution 6, namely, the ordinary resolution to re-appoint KPMG as Auditors of the Company and to authorise the Board of Directors of the Company to determine their remuneration.

General Mandate

The Chairman proposed Resolution 7, 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 according to the terms set out in the Notice of the Meeting as follows:

Resolution 7

“THAT:

- (A) subject to paragraph (B) below, the exercise by the Board of Directors of the Company (the “Board”) during the Relevant Period of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares, to grant rights to subscribe for, or convert any securities into, Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options which will or might require such powers to be exercised during or after the end of the Relevant Period, be and is hereby generally and unconditionally APPROVED;
- (B) the aggregate number of Shares 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 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; 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 ten per cent. of the aggregate number of Shares in issue as at the date of passing this Resolution 7 (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution 7), and the said approval shall be limited accordingly;

- (C) any Shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (A) above shall not be issued at a discount of more than ten per cent. to the Benchmarked Price of such Shares; and

(D) for the purpose of this Resolution 7:

- (i) “Relevant Period” means the period from (and including) the date of passing this Resolution 7 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 7 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 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 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);

(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; and

(iv) “Benchmarked Price” means the higher of:

(a) the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on the date of the agreement involving the proposed issue of the Shares under this Resolution 7; and

(b) the average closing price of the Shares as quoted on the Stock Exchange for the 5 trading days immediately prior to the earlier of the date: (1) of announcement of the proposed transaction or arrangement involving the proposed issue of the Shares; (2) of the agreement involving the proposed issue of Shares; and (3) on which the price of the Shares that are proposed to be issued is fixed.”

Share Repurchase Mandate

The Chairman proposed Resolution 8, namely, the ordinary resolution to grant a general mandate to the Board of Directors to buy back shares in the Company according to the terms set out in the Notice of the Meeting as follows:

Resolution 8

“THAT:

(A) subject to paragraph (B) below, the exercise by the Board during the Relevant Period of all the powers of the Company to buy back

Shares on 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 Buy-backs 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 number of Shares which may be bought back or agreed conditionally or unconditionally to be bought back pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate number of the Shares in issue as at the date of passing of this Resolution 8 (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution 8), and the said approval shall be limited accordingly; and

(C) for the purpose of this Resolution 8:

(i) "Relevant Period" means the period from (and including) the passing of this Resolution 8 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 8 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.”

Amendments to the Articles of Association

The Chairman proposed Resolution 9, namely, the special resolution to approve the proposed amendment to the Articles of Association of the Company, details of which were set out in the Circular of the Meeting as follows:

Resolution 9:

“THAT the Article 100(a)(i) of the Articles of Association of the Company be and is hereby amended: By deleting “HK\$10,000,000” and replacing it with “HK\$11,000,000”. ”

Conclusion

The Chairman noted that all resolutions of the Meeting had been proposed and invited Shareholders to finish casting their votes on all resolutions. He then declared the poll closed.

The Chairman advised that the results of the poll on all resolutions were displayed on the screen in the Meeting hall and online.

The Chairman noted that, as more than 50% of the votes were cast in favour of Resolutions 1 to 8 and more than 75% of the votes were cast in favour of Resolution 9, the Chairman declared all resolutions carried.

The Chairman advised that the results of the poll would be published on the respective websites of the Company and the HKSE in accordance with the Listing Rules.

The Chairman concluded the Meeting by thanking Shareholders for their attendance. The Chairman declared the Meeting closed at around 12:25 p.m.

(Signed by Dr Rex Auyeung)

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Chairman