



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/10/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer MTR Corporation Limited

Date Submitted 4 November 2009

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 66 Description : Ordinary Shares

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>6,500,000,000</u> | <u>HK\$1</u> | <u>HK\$6,500,000,000</u> |
| Increase/(decrease) | <u>-</u> | | <u>-</u> |
| Balance at close of the month | <u>6,500,000,000</u> | <u>HK\$1</u> | <u>HK\$6,500,000,000</u> |

(2) Stock code : N/A Description : _____

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | |
|---|--------------------------|--|---|
| Stock code : <u> N/A </u> Description : _____ | | | |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

3. Other Classes of Shares

| | | | |
|---|--------------------------------|--|---|
| Stock code : <u> N/A </u> Description : _____ | | | |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

Total authorised share capital at the end of the month (*State currency*) :

_____ HK\$6,500,000,000 _____

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No. of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|------------|--------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | <u>5,712,605,867</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/-(decrease) during the month | <u>15,107,825</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>5,727,713,692</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|---------------|-----------|----------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| <u>1. Pre-Global Offering Share Option Scheme adopted on 12/9/2000 (Exercise price: HK\$8.44)</u> | | | | | | |
| <u>Ordinary shares (Note 1)</u> | <u>-</u> | <u>92,500</u> | <u>-</u> | <u>-</u> | <u>92,500</u> | <u>2,981,500</u> |
| <u>2. New Joiners Share Option Scheme adopted on 16/5/2002 (Exercise price: HK\$9.75)</u> | | | | | | |
| <u>Ordinary shares (Note 1)</u> | <u>-</u> | <u>28,000</u> | <u>-</u> | <u>-</u> | <u>28,000</u> | <u>586,700</u> |

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---------------------------|-----------|-----------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 3. New Joiners Share Option Scheme adopted on 16/5/2002 (Exercise price: HK\$15.97) Ordinary shares (Note 1) | - | - | - | - | - | 213,000 |
| 4. New Joiners Share Option Scheme adopted on 16/5/2002 (Exercise price: HK\$18.05) Ordinary shares (Note 1) | - | - | - | - | - | 94,000 |
| 5. New Joiners Share Option Scheme adopted on 16/5/2002 (Exercise price: HK\$19.732) Ordinary shares (Note 1) | - | - | - | - | - | 94,000 |
| 6. New Joiners Share Option Scheme adopted on 16/5/2002 (Exercise Price: HK\$20.66) Ordinary shares (Note 1) | - | - | - | - | - | 358,500 |

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|----------------------------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 7. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$27.6) | - | - | - | 40,000 | - | 2,623,500 |
| Ordinary shares (Note 1) | - | - | - | 40,000 | - | 2,623,500 |
| 8. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$26.52) | - | - | - | - | - | 896,500 |
| Ordinary shares (Note 1) | - | - | - | - | - | 896,500 |
| 9. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$18.3) | - | - | - | 45,000 | - | - |
| Ordinary shares (Note 1) | - | - | - | 45,000 | - | - |
| 10. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$24.5) | - | - | - | - | - | - |
| Ordinary shares (Note 1) | - | - | - | - | - | - |
| | | | Total A. (Ordinary shares) | | 120,500 | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | | HK\$1,053,700 | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| Total B. (Ordinary shares) | | | | | | |
| (Preference shares) | | | | | | |
| (Other class) | | | | | | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| | | | | Total C. (Ordinary shares) | | |
| | | | | (Preference shares) | | |
| | | | | (Other class) | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 2. N/A _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 3. N/A _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| Total D. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____ | | |

Other Movements in Issued Share Capital

| Type of Issue | | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|------------|----------------|------------|--|--|---|
| 1. | Rights issue | At price : | State currency | <u>N/A</u> | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) | (/ /) |
| 2. | Open offer | At price : | State currency | <u>N/A</u> | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) | (/ /) |
| 3. | Placing | At price : | State currency | <u>N/A</u> | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) | (/ /) |
| 4. | Bonus issue | | | <u>N/A</u> | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) | (/ /) |

| Type of Issue | | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | |
|---------------|----------------------|------------|----------------|------------------|---|--|---|------------|
| 5. | Scrip dividend | At price : | State currency | <u>HK\$26.60</u> | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>Ordinary</u> (23/10/2009) (N/A) | <u>14,987,325</u> | <u>N/A</u> |
| 6. | Repurchase of shares | | | N/A | Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | | |
| 7. | Redemption of shares | | | N/A | Class of shares redeemed (Note 1) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | | |
| 8. | Consideration issue | At price : | State currency | <u>N/A</u> | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | | |

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|---|--|---|
| 9. Capital reorganisation | N/A | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ |
| 10. Other (Please specify) | At price : State currency _____ N/A _____ | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | Total E. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____ |

| | | |
|--|-----|-------------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | <u>15,107,825</u> |
| | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | <u>N/A</u> |

(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)

Remarks (if any):

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Submitted by: L. M. L. Fong

Title: Legal Manager - Company Secretarial
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*