



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/8/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer MTR Corporation Limited

Date Submitted 5 September 2012

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 | _____ | _____ | _____ |

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>5,786,591,950</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/-(decrease) during the month | <u>836,700</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>5,787,428,650</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. New Joiners</u> | | | | | | |
| <u>Share Option</u> | | | | | | |
| <u>Scheme</u> | | | | | | |
| <u>adopted on</u> | | | | | | |
| <u>16/5/2002</u> | | | | | | |
| <u>(Exercise</u> | | | | | | |
| <u>price:</u> | | | | | | |
| <u>HK\$15.97)</u> | | | | | | |
| <u>Ordinary shares</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>213,000</u> |
| <u>(Note 1)</u> | | | | | | |
| <u>2. New Joiners</u> | | | | | | |
| <u>Share Option</u> | | | | | | |
| <u>Scheme</u> | | | | | | |
| <u>adopted on</u> | | | | | | |
| <u>16/5/2002</u> | | | | | | |
| <u>(Exercise</u> | | | | | | |
| <u>price:</u> | | | | | | |
| <u>HK\$19.732)</u> | | | | | | |
| <u>Ordinary shares</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>94,000</u> |
| <u>(Note 1)</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 | | |
| <u>3. New Joiners</u> | | | | | | |
| <u>Share Option Scheme</u> | | | | | | |
| <u>adopted on</u> | | | | | | |
| <u>16/5/2002</u> | | | | | | |
| <u>(Exercise Price:</u> | | | | | | |
| <u>HK\$20.66)</u> | | | | | | |
| Ordinary shares | - | - | - | - | - | 22,000 |
| <i>(Note 1)</i> | | | | | | |
| <u>4. 2007 Share</u> | | | | | | |
| <u>Option Scheme</u> | | | | | | |
| <u>adopted on</u> | | | | | | |
| <u>7/6/2007</u> | | | | | | |
| <u>(Exercise Price:</u> | | | | | | |
| <u>HK\$27.6)</u> | | | | | | |
| Ordinary shares | - | 55,000 | - | 35,000 | 55,000 | 6,284,000 |
| <i>(Note 1)</i> | | | | | | |
| <u>5. 2007 Share</u> | | | | | | |
| <u>Option Scheme</u> | | | | | | |
| <u>adopted on</u> | | | | | | |
| <u>7/6/2007</u> | | | | | | |
| <u>(Exercise Price:</u> | | | | | | |
| <u>HK\$26.52)</u> | | | | | | |
| Ordinary shares | - | 17,000 | - | - | 17,000 | 2,268,000 |
| <i>(Note 1)</i> | | | | | | |
| <u>6. 2007 Share</u> | | | | | | |
| <u>Option Scheme</u> | | | | | | |
| <u>adopted on</u> | | | | | | |
| <u>7/6/2007</u> | | | | | | |
| <u>(Exercise Price:</u> | | | | | | |
| <u>HK\$18.3)</u> | | | | | | |
| Ordinary shares | - | 601,200 | - | - | 601,200 | 8,229,600 |
| <i>(Note 1)</i> | | | | | | |

| 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>7. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$24.5)</u> Ordinary shares (Note 1) | - | - | - | - | - | 250,000 |
| <u>8. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$26.85)</u> Ordinary shares (Note 1) | - | 163,500 | - | 39,000 | 163,500 | 9,417,000 |
| <u>9. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$27.73)</u> Ordinary shares (Note 1) | - | - | - | - | - | 148,000 |
| <u>10. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$28.84)</u> Ordinary shares (Note 1) | - | - | - | 36,000 | - | 5,059,500 |

| 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 | | |
| <u>11. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$26.96)</u> Ordinary shares (Note 1) | - | - | - | - | - | 72,500 |
| <u>12. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$27.48)</u> Ordinary shares (Note 1) | - | - | - | 36,000 | - | - |
| | | | Total A. (Ordinary shares) | | 836,700 | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | | HK\$17,360,775 | |

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>N/A</u> | Class of shares issuable _____ (Note 1) (/ /) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 6. | Repurchase of shares | | <u>N/A</u> | Class of shares repurchased (Note 1) _____ Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 7. | Redemption of shares | | <u>N/A</u> | 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>836,700</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> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

